

# Exhibit 5

IN THE UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

-----x

IN RE: CATHODE RAY TUBE (CRT)  
ANTITRUST LITIGATION

No.: 3:07-cv-05944 SC--MDL No. 1917  
Individual Action No.: 3:11-cv-05514

-----x

FRIDAY, JULY 25, 2014

9:08 a.m.

Video Deposition of WARREN MANN, III, held  
at the offices of WHITE & CASE, LLP, 1155  
Avenue of the Americas, New York, New York  
10036, before Suzanne J. Stotz, a Certified  
Court Reporter, and a Notary Public of the  
State of New York.

<p style="text-align: right;">2</p> <p>1 A P P E A R A N C E S:</p> <p>2</p> <p>3 BOIES, SCHILLER &amp; FLEXNER, LLP</p> <p>4 Attorneys for the Witness and</p> <p>5 Various Direct Action Plaintiffs</p> <p>6 30 South Pearl Street</p> <p>7 11th Floor</p> <p>8 Albany, New York 12207</p> <p>9 (518) 434-0600</p> <p>10 jdew@bsflp.com</p> <p>11 BY: JACK DEW, ESQ.</p> <p>12</p> <p>13 WHITE &amp; CASE, LLP</p> <p>14 Attorneys for the Defendant Toshiba</p> <p>15 701 Thirteenth Street, NW</p> <p>16 Washington, DC 20005</p> <p>17 (202) 626-3696</p> <p>18 (202) 626-3624</p> <p>19 alau@whitecase.com</p> <p>20 twu@whitecase.com</p> <p>21 BY: LUCIUS B. (ALBIE) LAU, ESQ.</p> <p>22 TSUNG-HUI (DANNY) WU, ESQ.</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">4</p> <p>1 A P P E A R A N C E S: (Continued)</p> <p>2</p> <p>3 (Telephonic)</p> <p>4 KAG LAW GROUP</p> <p>5 Attorneys for the Indirect Purchaser</p> <p>6 Plaintiffs</p> <p>7 P.O. Box 210135</p> <p>8 San Francisco, California 94121</p> <p>9 (415) 221-5763</p> <p>10 sylviekern@yahoo.com</p> <p>11 BY: SYLVIE K. KERN, ESQ.</p> <p>12</p> <p>13</p> <p>14 ALSO PRESENT: Thomas Devine, Videographer</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p style="text-align: right;">3</p> <p>1 A P P E A R A N C E S: (Continued)</p> <p>2</p> <p>3 (Telephonic)</p> <p>4 KIRKLAND &amp; ELLIS, LLP</p> <p>5 Attorneys for Hitachi entities</p> <p>6 555 California Street</p> <p>7 Suite 2700</p> <p>8 San Francisco, California 94104</p> <p>9 (415) 439-4790</p> <p>10 Sarah.Stock@kirkland.com</p> <p>11 BY: SARAH STOCK, ESQ.</p> <p>12</p> <p>13 (Telephonic)</p> <p>14 BAKER BOTTS, LLP</p> <p>15 Attorneys for the Philips entities</p> <p>16 30 South Pearl Street</p> <p>17 1299 Pennsylvania Ave., NW</p> <p>18 Washington, DC 20004</p> <p>19 (202) 639-7766</p> <p>20 tiffany.gelott@bakerbotts.com</p> <p>21 BY: TIFFANY GELOTT, ESQ.</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">5</p> <p>1 I N D E X</p> <p>2</p> <p>3 EXAMINATION</p> <p>4 Page No.</p> <p>5 WILLIAM MANN, III</p> <p>6 BY MR. LAU 8</p> <p>7 BY MS. STOCK 125</p> <p>8</p> <p>9</p> <p>10 E X H I B I T S</p> <p>11</p> <p>12 Exhibit</p> <p>13 Name Description Page No.</p> <p>14 4730 E-mail 79</p> <p>15 4731 Common Stock Reconciliation 104</p> <p>16 4732 E-mail 125</p> <p>17</p> <p>18</p> <p>19 (Exhibits attached to transcript.)</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>

<p style="text-align: right;"><b>6</b></p> <p>09:08 1 THE VIDEOGRAPHER: Good morning.  09:08 2 The date is July 25, 2014, and the time is  09:08 3 approximately 9:08 a.m.  09:08 4 We are located at the offices of  09:08 5 White &amp; Case, LLP, 1155 Avenue of the  09:08 6 Americas, New York, New York. We are  09:08 7 taking the deposition of Warren Mann, In  09:08 8 Re: Cathode Ray Tube Antitrust Litigation  09:08 9 in the US District Court, Northern  09:08 10 District of California, San Francisco  09:08 11 Division, Case No. 07-cv-05944 SC-MLD  09:09 12 [sic] No. 1917.  09:09 13 My name is Thomas Devine, and I'm  09:09 14 the video specialist with Barkley  09:09 15 Reporting. The court reporter is Suzanne  09:09 16 Stotz also with Barkley Reporting.  09:09 17 At this time I would like to have  09:09 18 the attorneys please introduce themselves  09:09 19 for the record. Please state your name,  09:09 20 the firm with which you are affiliated,  09:09 21 and whom you represent, after which the  09:09 22 court reporter will swear in the witness  09:09 23 and we may proceed.  09:09 24 MR. LAU: My name is Albie Lau.  09:09 25 I'm with the law firm of White &amp; Case, and</p>	<p style="text-align: right;"><b>8</b></p> <p>1 WILLIAM MANN, III,  2 909 Lake Carolyn Pkwy, Suite 900, Irving, Texas  3 75039, having first been duly sworn by a Notary  4 Public, was examined and testified as follows:  5  6 EXAMINATION BY  7 MR. LAU:  09:10 8 Q. Good morning. Mr. Mann.  09:10 9 A. Good morning, Albie.  09:10 10 Q. Have you ever been deposed before?  09:10 11 A. I have.  09:10 12 Q. How many times?  09:10 13 A. Three or four.  09:10 14 Q. Can you describe those three or  09:10 15 four times for me, please?  09:10 16 A. Yes. I was deposed by the same  09:10 17 group regarding the flat panel element of this  09:11 18 case, LCD plasma.  09:11 19 I was deposed for a family dispute  09:11 20 regarding my mother's trust fund. And I  09:11 21 believe I was deposed in the ancient days for a  09:11 22 distributor lawsuit when I was with Maxell  09:11 23 Corporation.  09:11 24 Q. Any other times?  09:11 25 A. Not that I can recall.</p>
<p style="text-align: right;"><b>7</b></p> <p>09:09 1 I represent the Toshiba defendants.  09:09 2 MR. WU: My name is Danny Wu, also  09:09 3 with White &amp; Case.  09:09 4 MR. DEW: And Jack Dew with Boies,  09:09 5 Schiller &amp; Flexner representing various  09:09 6 direct action plaintiffs and Mr. Mann.  09:09 7 THE VIDEOGRAPHER: And on the  09:09 8 telephone.  09:09 9 MS. KERN: This is Sylvie Kern, KAG  09:09 10 Law Group, for the indirect purchaser  09:09 11 plaintiffs.  09:09 12 MS. GELOTT: This is Tiffany Gelott  09:10 13 with Baker Botts on behalf of the Philips  09:10 14 defendants.  09:10 15 MS. STOCK: This is Sarah Stock  09:10 16 with Kirkland &amp; Ellis for the defendant  09:10 17 Hitachi Limited, Hitachi America Limited,  09:10 18 Hitachi Asia Limited, Hitachi Display  09:10 19 Limited, and Hitachi Electronic Devices  09:10 20 USA.  21 THE VIDEOGRAPHER: Thank you.  22 Suzanne, would you please swear in the  23 witness.  24  25</p>	<p style="text-align: right;"><b>9</b></p> <p>09:11 1 Q. Okay. Have you ever testified in  09:11 2 court?  09:11 3 A. Yes.  09:11 4 Q. How many times?  09:11 5 A. I can only remember the one, and  09:11 6 that had to do with the -- my mother's trust  09:11 7 litigation.  09:11 8 Q. Okay. I'm going to ask you a  09:11 9 series of questions today, and I want to ask my  09:11 10 questions in a way that you understand. So if  09:12 11 I ask a question, Mr. Mann, and you don't  09:12 12 understand it, please let me know, okay?  09:12 13 A. I will.  09:12 14 Q. And if you -- is it -- would it be  09:12 15 fair for me to conclude that if you don't ask  09:12 16 for clarification, that you do understand my  09:12 17 questions; would that be fair?  09:12 18 A. Yes.  09:12 19 Q. Okay. From time to time, you may  09:12 20 hear objections this morning either from your  09:12 21 attorney, Mr. Dew, or possibly from the  09:12 22 attorneys on the telephone. They're just  09:12 23 trying to preserve arguments for the record.  09:12 24 I do expect you to answer the  09:12 25 questions after you receive the -- after you</p>

10	12
<p>09:12 1 hear the objections.</p> <p>09:12 2 It's possible, however, that one of</p> <p>09:12 3 my questions might call for the revelation of</p> <p>09:12 4 some sort of attorney/client privilege or</p> <p>09:12 5 attorney work product, in which case your</p> <p>09:12 6 attorney's going to instruct you not to answer.</p> <p>09:12 7 But barring that instruction, I am going to</p> <p>09:12 8 expect full and complete answers to my</p> <p>09:12 9 questions today. Is that fine by you?</p> <p>09:12 10 A. Yes.</p> <p>09:12 11 Q. Okay. Is there anything that would</p> <p>09:12 12 prevent you from testifying today? An illness?</p> <p>09:13 13 Not feeling well?</p> <p>09:13 14 A. No.</p> <p>09:13 15 Q. Okay. Did you do anything to</p> <p>09:13 16 prepare for today's deposition?</p> <p>09:13 17 A. I met with Mr. Dew yesterday</p> <p>09:13 18 afternoon.</p> <p>09:13 19 Q. For how long?</p> <p>09:13 20 A. An hour, a little more maybe.</p> <p>09:13 21 Q. Di you -- did the two of you review</p> <p>09:13 22 any documents during this meeting?</p> <p>09:13 23 A. No.</p> <p>09:13 24 Q. Separately from meeting with</p> <p>09:13 25 Mr. Dew, did you meet with anyone else?</p>	<p>09:14 1 Association Television Merchants is a good</p> <p>09:14 2 guess.</p> <p>09:14 3 Q. And for what period of time?</p> <p>09:14 4 A. From October of 1992 until June of</p> <p>09:14 5 1999.</p> <p>09:15 6 Q. And what position did you hold at</p> <p>09:15 7 NATM?</p> <p>09:15 8 A. I was the group director.</p> <p>09:15 9 Q. And what was the responsibilities</p> <p>09:15 10 of group director?</p> <p>09:15 11 A. Negotiating on behalf of the</p> <p>09:15 12 membership, communication, coordination between</p> <p>09:15 13 the different retailers, show events, trade</p> <p>09:15 14 show.</p> <p>09:15 15 Q. Now, before working at NATM, where</p> <p>09:15 16 were you employed?</p> <p>09:15 17 A. I worked for Sansui Corporation.</p> <p>09:15 18 Q. And where -- where was this job</p> <p>09:15 19 located at?</p> <p>09:15 20 A. This was in Moonachie, New Jersey.</p> <p>09:15 21 Q. What was your title?</p> <p>09:15 22 A. I was senior vice-president sales</p> <p>09:15 23 and marketing.</p> <p>09:15 24 Q. What were your responsibilities?</p> <p>09:15 25 A. I was the senior American in charge</p>
11	13
<p>09:13 1 A. Regarding this meeting, no.</p> <p>09:13 2 Q. Did you have any telephone calls</p> <p>09:13 3 with anyone concerning this deposition?</p> <p>09:13 4 A. No.</p> <p>09:13 5 Q. Okay. Did you review any documents</p> <p>09:13 6 at all in preparation for today's deposition?</p> <p>09:13 7 A. No.</p> <p>09:13 8 Q. Have you brought any documents with</p> <p>09:13 9 you today?</p> <p>09:13 10 A. No.</p> <p>09:13 11 Q. Okay. During what time period were</p> <p>09:14 12 you employed by MARTA?</p> <p>09:14 13 A. June of 1999 through January of</p> <p>09:14 14 2006.</p> <p>09:14 15 Q. Now, before coming to MARTA, where</p> <p>09:14 16 were you employed?</p> <p>09:14 17 A. I worked for the NATM Buying</p> <p>09:14 18 Corporation. That was in Manhattan, One Penn</p> <p>09:14 19 Plaza.</p> <p>09:14 20 Q. Can you say that word again? I</p> <p>09:14 21 don't think I understood it.</p> <p>09:14 22 A. The company is NATM, N-A-T-M.</p> <p>09:14 23 Q. Is that an acronym?</p> <p>09:14 24 A. It is. I don't -- no one's quite</p> <p>09:14 25 sure what it stands for, but National</p>	<p>09:16 1 of developing, maintaining sales relationships,</p> <p>09:16 2 selling product, leading a team of salespeople,</p> <p>09:16 3 working with retailers, distributors.</p> <p>09:16 4 Q. When you first became employed by</p> <p>09:16 5 MARTA in June of 1999, what was your first job</p> <p>09:16 6 title?</p> <p>09:16 7 A. It was executive director.</p> <p>09:16 8 Q. Did that job title change at all</p> <p>09:16 9 during your tenure at MARTA?</p> <p>09:16 10 A. No.</p> <p>09:16 11 Q. What were your responsibilities as</p> <p>09:16 12 executive director?</p> <p>09:16 13 A. I did the same things that I did</p> <p>09:16 14 for NATM. In addition to that, we were</p> <p>09:16 15 involved in billing process. I was involved in</p> <p>09:16 16 bringing new members into the group. It was a</p> <p>09:17 17 similar type of organization. The difference</p> <p>09:17 18 was that I was now the person in charge. At</p> <p>09:17 19 NATM I was the No. 2 guy.</p> <p>09:17 20 Q. And then you left MARTA in January</p> <p>09:17 21 2006; is that right?</p> <p>09:17 22 A. Right.</p> <p>09:17 23 Q. And why did you leave?</p> <p>09:17 24 A. I was terminated.</p> <p>09:17 25 Q. Why were you terminated?</p>

14	16
<p>09:17 1 A. The group had -- the board had</p> <p>09:17 2 decided to join, make an alliance, they called</p> <p>09:17 3 it, with another buying group.</p> <p>09:17 4 Q. What was the name of the other</p> <p>09:17 5 buying group?</p> <p>09:17 6 A. These days it's probably known best</p> <p>09:17 7 as Brand Source. It was also known as AVB.</p> <p>09:17 8 Q. Was it known as AVB back in January</p> <p>09:17 9 of 2006?</p> <p>09:17 10 A. It was.</p> <p>09:18 11 Q. So why did the -- the alliance with</p> <p>09:18 12 this other buying group lead to your</p> <p>09:18 13 termination?</p> <p>09:18 14 A. I was opposed to MARTA giving up</p> <p>09:18 15 its independence.</p> <p>09:18 16 Q. So you thought that the -- well,</p> <p>09:18 17 let me take a step back. Why were you opposed?</p> <p>09:18 18 A. There were numerous reasons, but</p> <p>09:18 19 the basic premise was that because MARTA was</p> <p>09:18 20 now going to be -- MARTA was about almost a</p> <p>09:18 21 \$2-billion organization joining with a</p> <p>09:18 22 \$2-and-a-half-billion organization; and there</p> <p>09:18 23 were some on board who thought that because</p> <p>09:18 24 there was now more buying power, that they</p> <p>09:19 25 could get better programs. I didn't think that</p>	<p>09:20 1 BY MR. LAU:</p> <p>09:20 2 Q. Okay. As we sit here today,</p> <p>09:20 3 Mr. Mann, do you have any sort of affiliation</p> <p>09:20 4 with MARTA at all?</p> <p>09:20 5 A. Not as a buying group, I do not.</p> <p>09:20 6 Q. How about other than as a buying</p> <p>09:20 7 group, any other affiliations?</p> <p>09:20 8 A. The company that I work nor now</p> <p>09:20 9 sells extended warranties. My job is to build</p> <p>09:20 10 that business with independent dealers.</p> <p>09:20 11 Currently, I'm not in negotiation with any</p> <p>09:20 12 MARTA member I don't think; and I had no</p> <p>09:20 13 conversations, nor do I intend to have any</p> <p>09:21 14 conversations with MARTA as a buying group.</p> <p>09:21 15 Q. Okay. And you mentioned your</p> <p>09:21 16 current employer. What's your current</p> <p>09:21 17 employer?</p> <p>09:21 18 A. New Leaf Service Contracts, LLC.</p> <p>09:21 19 Q. I think you said that that company</p> <p>09:21 20 is involved in providing extended warranties;</p> <p>09:21 21 is that correct?</p> <p>09:21 22 A. That's correct.</p> <p>09:21 23 Q. Okay. When you were terminated by</p> <p>09:21 24 MARTA in January 2006, do you think you were</p> <p>09:21 25 treated fairly by MARTA at that time?</p>
15	17
<p>09:19 1 that was correct.</p> <p>09:19 2 Q. So you expressed this opinion to</p> <p>09:19 3 the board, correct?</p> <p>09:19 4 A. I did.</p> <p>09:19 5 Q. And how did the board react?</p> <p>09:19 6 A. Well, they got rid of me; so I</p> <p>09:19 7 guess they didn't agree.</p> <p>09:19 8 Q. When you were terminated, were you</p> <p>09:19 9 given any sort of severance package?</p> <p>09:19 10 A. Initially, I was supposed to have</p> <p>09:19 11 been; but the conditions were that I couldn't</p> <p>09:19 12 speak with anyone. And I had a hundred</p> <p>09:19 13 members. I spoke with some of them. And when</p> <p>09:19 14 that was discovered, they stopped paying me.</p> <p>09:19 15 So I was not paid severance.</p> <p>09:19 16 Q. Is there anything, any agreement</p> <p>09:19 17 between you and MARTA that would prevent you</p> <p>09:19 18 from testifying fully and accurately today?</p> <p>09:20 19 MR. DEW: Just objection to the</p> <p>09:20 20 extent that that agreement is based on any</p> <p>09:20 21 privilege discussions with attorneys. You</p> <p>09:20 22 should not discuss those discussions.</p> <p>09:20 23 THE WITNESS: There were no</p> <p>09:20 24 attorney discussions. And no, there's</p> <p>09:20 25 nothing that precludes me from testifying.</p>	<p>09:21 1 A. No.</p> <p>09:21 2 Q. Why not?</p> <p>09:21 3 A. What I explained to the board was</p> <p>09:21 4 that certain things would happen and they</p> <p>09:21 5 happened. The group splintered, more than half</p> <p>09:21 6 of the volume of that group was gone within a</p> <p>09:21 7 year; they left to join another group. I told</p> <p>09:21 8 them if they felt that they should align with</p> <p>09:21 9 somebody, that they probably should talk to the</p> <p>09:21 10 other buying groups. There was a bigger one</p> <p>09:22 11 around nationwide; but the board chairman was</p> <p>09:22 12 opposed to that, and he was able to muster</p> <p>09:22 13 sufficient support that they didn't do that.</p> <p>09:22 14 So they acted very quickly.</p> <p>09:22 15 They actually stopped my</p> <p>09:22 16 involvement with the group in December of 2005</p> <p>09:22 17 and had me shut down the office in New Jersey</p> <p>09:22 18 and all of this led to no gain that I could see</p> <p>09:22 19 for any of the membership; and my mandate was</p> <p>09:22 20 to help the dealers get better programs, make</p> <p>09:22 21 more money, order volume, and generally be</p> <p>09:22 22 better retailers than they could be on their</p> <p>09:22 23 own.</p> <p>09:22 24 In my opinion, what they were doing</p> <p>09:22 25 was not going to help any of those things. And</p>

<p style="text-align: right;"><b>18</b></p> <p>09:23 1 I think in retrospect I could make a pretty  09:23 2 good case that it didn't.  09:23 3 Q. Now, you were discussing the  09:23 4 alliance with AVB. You described AVB as  09:23 5 another buying group. Do you remember that?  09:23 6 A. Yes.  09:23 7 Q. Would that be a fair description of  09:23 8 what MARTA was doing? Would it be fair to say  09:23 9 that MARTA, during your time with MARTA, was a  09:23 10 buying group?  09:23 11 A. Yes.  09:23 12 Q. What is the role of a buying group?  09:23 13 A. It varies. The original premise  09:23 14 back when these were first formed, which was in  09:23 15 the '50s and '60s, was that the independent  09:23 16 dealer in Detroit was a big fish in Detroit but  09:23 17 didn't really appear on the radar for  09:23 18 manufacturing.  09:23 19 But if you could get the big guy in  09:23 20 Detroit and the big guy in Cleveland and  09:23 21 Chicago and you could kind of bolt them all  09:23 22 together and get them to work together, you  09:24 23 could probably negotiate better pricing or  09:24 24 other advantages, additional discounts, product  09:24 25 delivery, and maybe be the first ones to</p>	<p style="text-align: right;"><b>20</b></p> <p>09:25 1 Q. Did -- did MARTA view the other  09:25 2 buying groups as MARTA's competitors?  09:26 3 MR. DEW: Objection to form.  09:26 4 THE WITNESS: In some ways, yes.  09:26 5 If another buying group came in and  09:26 6 convinced one of our members to leave and  09:26 7 join them, that cut back on some of our  09:26 8 purchasing power and our influence in the  09:26 9 market that dealer was at.  09:26 10 So -- and the same thing happened  09:26 11 the other way. I'm sure that when we took  09:26 12 one of their members, they were less than  09:26 13 thrilled.  09:26 14 BY MR. LAU:  09:26 15 Q. Other than the AVB what were the  09:26 16 other buying groups that MARTA saw out there  09:26 17 that MARTA kept an eye on in terms of, you  09:26 18 know, a concern that maybe MARTA -- that  09:26 19 another buying group might take a member away  09:26 20 from MARTA?  09:26 21 MR. DEW: Objection to form.  09:26 22 THE WITNESS: NATM was not prone to  09:26 23 add new members. They consisted primarily  09:26 24 of very large dealers and were somewhat  09:26 25 paranoid about sharing their very good</p>
<p style="text-align: right;"><b>19</b></p> <p>09:24 1 introduce new product. And on top of that, you  09:24 2 could simplify some of the marketing efforts,  09:24 3 competitive shopping, best practices.  09:24 4 So this is what most buying groups  09:24 5 try to do. There aren't many who actually are  09:24 6 involved these days in buying.  09:24 7 Q. During the time period that you  09:24 8 were employed by MARTA, who did MARTA view as  09:24 9 its competitors?  09:24 10 MR. DEW: Objection to form.  09:24 11 THE WITNESS: And now I go?  09:24 12 BY MR. LAU:  09:24 13 Q. Yes.  09:25 14 A. The dealers' view was that the main  09:25 15 competitors were companies like Best Buy or at  09:25 16 the time Circuit City, Lowe's, Home Depot, for  09:25 17 some product categories Walmart, the large  09:25 18 national accounts who operated primarily by  09:25 19 offering better pricing.  09:25 20 There was also a sentiment among  09:25 21 some that the other groups were competitors in  09:25 22 that it was a routine practice for one group to  09:25 23 try to -- anyway for most groups, it was a  09:25 24 routine practice to try to get dealers from one  09:25 25 group to leave that group and do on their own.</p>	<p style="text-align: right;"><b>21</b></p> <p>09:27 1 programs with the smaller entities. So  09:27 2 for the most part NATM was kind of a fixed  09:27 3 membership. But Nationwide was very  09:27 4 active in recruiting members to come in,  09:27 5 and they were probably the most  09:27 6 successful.  09:27 7 During the period that I was at  09:27 8 MARTA, we had a net loss of dealers of I  09:27 9 would say around 20. I think there were  09:27 10 about a hundred and twenty when I started.  09:27 11 And there were about a hundred when I  09:27 12 left. So I think almost all of those  09:27 13 ended up going to Nationwide.  09:27 14 There was a group called Mega Group  09:27 15 which had many more members, but they were  09:27 16 very small. I think they may have claimed  09:27 17 to have 800 members. But their total  09:27 18 volume was such that the average size  09:27 19 member in Mega Group was tiny. And their  09:28 20 programs were not particularly good.  09:28 21 AVB had I think they claimed 2,500  09:28 22 members or maybe 2,000. So in terms of  09:28 23 total number of dealers, almost all of the  09:28 24 groups except for NATM were much bigger, a  09:28 25 lot more people; but our advantage was</p>

<p style="text-align: right;"><b>22</b></p> <p>09:28 1 that we had sizeable dealers. So we</p> <p>09:28 2 weren't negotiating for a good price on 12</p> <p>09:28 3 pieces. We would negotiating for a good</p> <p>09:28 4 price a full truckload.</p> <p>09:28 5 BY MR. LAU:</p> <p>09:28 6 Q. Did MARTA ever take steps to gather</p> <p>09:28 7 information about these other buying groups?</p> <p>09:28 8 MR. DEW: Objection to form.</p> <p>09:28 9 THE WITNESS: What do you mean?</p> <p>09:28 10 BY MR. LAU:</p> <p>09:28 11 Q. In terms of trying to identify the</p> <p>09:28 12 membership of these other buying groups, the</p> <p>09:29 13 revenue of these other buying groups.</p> <p>09:29 14 A. As far as membership, yes. I was</p> <p>09:29 15 always curious to know who was in the other</p> <p>09:29 16 group because I would If I would -- were to try</p> <p>09:29 17 to bring them to my group, I wanted to know who</p> <p>09:29 18 they were with. I also wanted to know what</p> <p>09:29 19 they were paying. It wasn't easy to find out.</p> <p>09:29 20 And vice versa.</p> <p>09:29 21 When Nationwide was led by a</p> <p>09:29 22 gentleman named Lee Gutman and he brought a new</p> <p>09:29 23 member in, the first thing he did was go out to</p> <p>09:29 24 that member's offices and sit down for a couple</p> <p>09:29 25 of days and gather all the data he could. What</p>	<p style="text-align: right;"><b>24</b></p> <p>09:30 1 Q. So to give an example, if you would</p> <p>09:31 2 be interested in finding out, for example, if</p> <p>09:31 3 Nationwide was purchasing say televisions from</p> <p>09:31 4 Toshiba at a certain price and certain payment</p> <p>09:31 5 terms, you would be interested in finding out</p> <p>09:31 6 that information?</p> <p>09:31 7 A. I'd just want to make real sure</p> <p>09:31 8 that my price was at least as good or better.</p> <p>09:31 9 Q. How would you go about finding that</p> <p>09:31 10 information, Mr. Mann?</p> <p>09:31 11 A. Well, if somebody joined the group,</p> <p>09:31 12 this is not highly confidential; so we could</p> <p>09:31 13 sit down and talk, and I could find out --</p> <p>09:31 14 generally, they're not going to join the group</p> <p>09:31 15 if they're going to pay more.</p> <p>09:31 16 So I would share information in the</p> <p>09:31 17 parcellation process. Sometimes it just fell</p> <p>09:31 18 into our lap. Invoices tend to be very thin</p> <p>09:31 19 paper and big stacks, and we would sometimes</p> <p>09:31 20 get invoices from companies like Toshiba that</p> <p>09:32 21 didn't want us.</p> <p>09:32 22 Q. Any other means of obtaining this</p> <p>09:32 23 information?</p> <p>09:32 24 A. No. Dealers -- dealers sometimes</p> <p>09:32 25 would find out from their local guy what deal</p>
<p style="text-align: right;"><b>23</b></p> <p>09:29 1 are you paying for this? What are you paying</p> <p>09:29 2 for that? What's your program? What's your</p> <p>09:29 3 volume rebate level. That kind of information</p> <p>09:29 4 is valuable if you negotiate.</p> <p>09:29 5 You go to a vendor, we know that</p> <p>09:29 6 they're prone to give larger rebate for a</p> <p>09:30 7 smaller volume level. It gives us negotiating</p> <p>09:30 8 stands.</p> <p>09:30 9 The information about who's in the</p> <p>09:30 10 group is pretty easy to get. The information</p> <p>09:30 11 about what they're paying is much more</p> <p>09:30 12 difficult.</p> <p>09:30 13 Q. When you say "what they're paying,"</p> <p>09:30 14 what do you refer to? What does that mean?</p> <p>09:30 15 A. Well, the -- there isn't uniform</p> <p>09:30 16 pricing from any company. Price it's a</p> <p>09:30 17 function of what the invoice level is and what</p> <p>09:30 18 the chain of discounts are.</p> <p>09:30 19 So if I could find out that</p> <p>09:30 20 somebody was getting a 3-percent cash discount</p> <p>09:30 21 for paying in 20 days instead of a 2-percent</p> <p>09:30 22 cash discount for paying in 45, we could pay in</p> <p>09:30 23 20 days; and that's an extra point. So that</p> <p>09:30 24 kind of information was of value if I could get</p> <p>09:30 25 it.</p>	<p style="text-align: right;"><b>25</b></p> <p>09:32 1 was going on. Pricing isn't uniform, and it's</p> <p>09:32 2 also not -- well, we may have an 18-cubic foot</p> <p>09:32 3 refrigerator that we owned at \$280; and other</p> <p>09:32 4 people were paying 290. But they may have had</p> <p>09:32 5 a different model that they were paying 270</p> <p>09:32 6 for, but we had more features. So there's a</p> <p>09:32 7 lot of judgment. And part and parcel of that</p> <p>09:32 8 is what the distribution plan is.</p> <p>09:32 9 A lot of the people that we were</p> <p>09:32 10 close to, the vendors that we were close to</p> <p>09:32 11 gave us favorable distribution. We had models</p> <p>09:32 12 that were not in competitors' stores. We had</p> <p>09:33 13 better featured models, which gave us a chance</p> <p>09:33 14 to sell better mix.</p> <p>09:33 15 Q. So you found out what other buying</p> <p>09:33 16 groups were paying from new members. Sometimes</p> <p>09:33 17 information just fell in your lap because of</p> <p>09:33 18 invoices you would just receive?</p> <p>09:33 19 A. Some of it was common sense. For</p> <p>09:33 20 example, it's pretty well known what certain</p> <p>09:33 21 organizations work at. Warehouse club, they</p> <p>09:33 22 make ten points. They won't make 15. They're</p> <p>09:33 23 a warehouse club. That's how they got to where</p> <p>09:33 24 they're at, and that's what they do.</p> <p>09:33 25 And there are a few manufacturers</p>



26	28
<p>09:33 1 disciplined enough to channel price and say,  09:33 2 well, we sell this at a thousand dollars retail  09:33 3 and dealers want to make 30 points; so we're  09:33 4 going to charge them 700 bucks. Oh, let's sell  09:33 5 Costco. Okay. Well, let's sell them at \$900  09:34 6 because that way they'll sell it also at a  09:34 7 thousand; and we'll have an orderly market. It  09:34 8 was much more likely if you could get a big  09:34 9 order from Costco, you'd sell them at the same  09:34 10 price. You know, maybe you wouldn't give them  09:34 11 the same discount.  09:34 12 But if I suddenly found a product  09:34 13 that we were selling for a thousand dollars and  09:34 14 the warehouse club was selling it at \$800, I  09:34 15 was real sure that they were paying \$720 for  09:34 16 it.  09:34 17 Q. Did you ever meet with your  09:34 18 counterparts at these other buying groups, such  09:34 19 as NATM, Nationwide, and AVB?  09:34 20 A. Yes, frequently.  09:34 21 Q. And why would you meet with your  09:34 22 counterparts?  09:34 23 A. Because I was an odd duck, and so  09:34 24 were they. We weren't real retailers. We just  09:34 25 kind of played at it. We didn't have any</p>	<p>09:35 1 A. It was a social event. We didn't  09:35 2 sit down to talk about -- in most cases. We  09:35 3 rarely sat down to talk about how we could go  09:36 4 out and work jointly to get some advantage.  09:36 5 That did happen on occasion.  09:36 6 Q. So not a -- not a formal meeting,  09:36 7 but you would be at a social event of some  09:36 8 sort, and you would just happen to bump into  09:36 9 your counterparts?  09:36 10 A. A trade --  09:36 11 MR. DEW: Objection. Misstates the  09:36 12 prior testimony.  09:36 13 THE WITNESS: I would be at a trade  09:36 14 show sponsored by some manufacturer, and I  09:36 15 would often be seated with the other  09:36 16 buying group people. That was the most  09:36 17 common time that I would get together with  09:36 18 people.  09:36 19 There were rare occasions when we  09:36 20 would have other types of meetings.  09:36 21 BY MR. LAU:  09:36 22 Q. Can you describe these other types  09:36 23 of meetings for me, please?  09:36 24 A. Yes. The only one that I can think  09:36 25 of -- this is how rare it was -- one time Bob</p>
27	29
<p>09:34 1 inventory. We didn't have any numbers to beat.  09:34 2 So when a company, say, like,  09:34 3 Hitachi had a sales meeting and we're all going  09:35 4 to a restaurant in a bus, invariably, I end up  09:35 5 sitting with a group guy. Lee Gutman and I  09:35 6 were always on the bus together because we  09:35 7 didn't really fit in the scheme of things.  09:35 8 If Panasonic had some event and  09:35 9 they set up dinner tables, and my dinner table  09:35 10 was like the kids table. I'm sitting there  09:35 11 with the group guys.  09:35 12 Q. You mentioned Lee Gutman. Who is  09:35 13 he?  09:35 14 A. Lee Gutman was the executive  09:35 15 director of Nationwide at one time.  09:35 16 Q. So you would frequently meet with  09:35 17 your counterparts at other buying groups and --  09:35 18 MR. DEW: Objection. Misstates the  09:35 19 prior testimony.  09:35 20 BY MR. LAU:  09:35 21 Q. Is that a fair characterization of  09:35 22 your testimony, Mr. Mann?  09:35 23 A. I didn't meet with them. I was  09:35 24 with them.  09:35 25 Q. You were with them.</p>	<p>09:36 1 Lawrence, who was the head of AVB, and I both  09:36 2 met in Chicago with Whirlpool, trying to  09:37 3 convince them to give independent leaders  09:37 4 better sheltered models.  09:37 5 Q. Can you think of any other examples  09:37 6 of actual planned meetings with your  09:37 7 counterparts at these other buying groups?  09:37 8 MR. DEW: Objection to form.  09:37 9 THE WITNESS: Not in a business  09:37 10 setting.  09:37 11 BY MR. LAU:  09:37 12 Q. Okay. Let's go back to that first  09:37 13 kind of setting where you're at a trade show  09:37 14 and you see your counterparts. What would you  09:37 15 and your counterparts, these other buying  09:37 16 groups, discuss?  09:37 17 MR. DEW: Objection to form.  09:37 18 THE WITNESS: Well, important  09:37 19 things like, we haven't used one of my  09:37 20 drives yet today; and we're supposed to  09:37 21 use at least one from everybody. So  09:37 22 here's a Par 3. Hope -- I hope I can get  09:37 23 it on the green.  09:37 24 BY MR. LAU:  09:38 25 Q. Anything else -- anything having to</p>

30	32
<p>09:38 1 do with your respective businesses?</p> <p>09:38 2 MR. DEW: Objection to form.</p> <p>09:38 3 THE WITNESS: I'm sure. I mean,</p> <p>09:38 4 you know, we, gossip of sorts and talking</p> <p>09:38 5 about how Sears is tanking or how Lowe's</p> <p>09:38 6 is screwing up the major appliance</p> <p>09:38 7 business or do you think Samsung will ever</p> <p>09:38 8 get there act together, generic</p> <p>09:38 9 conversation about the industry.</p> <p>09:38 10 BY MR. LAU:</p> <p>09:38 11 Q. Would having these discussions with</p> <p>09:38 12 your counterparts about the industry give you a</p> <p>09:38 13 better sense as to what is going on in the</p> <p>09:38 14 industry?</p> <p>09:38 15 MR. DEW: Objection to form.</p> <p>09:38 16 THE WITNESS: I think so.</p> <p>09:38 17 BY MR. LAU:</p> <p>09:38 18 Q. Okay.</p> <p>09:38 19 A. At least I would know sometimes</p> <p>09:38 20 that we weren't the only people suffering from</p> <p>09:38 21 the devastation that somebody like Best Buy</p> <p>09:38 22 could cause.</p> <p>09:38 23 Q. Would you sometimes find out that a</p> <p>09:38 24 vendor was telling you one thing and a vendor</p> <p>09:39 25 another story?</p>	<p>09:40 1 BY MR. LAU:</p> <p>09:40 2 Q. The fact that you were meeting with</p> <p>09:40 3 a counterpart from Nationwide or NATM or AVB?</p> <p>09:40 4 MR. DEW: Objection to form.</p> <p>09:40 5 THE WITNESS: No. I think it would</p> <p>09:40 6 be much more odd for me to say, I refuse</p> <p>09:40 7 to have dinner with you tonight because</p> <p>09:40 8 I'm not going to sit at the table with</p> <p>09:40 9 that son of a gun.</p> <p>09:40 10 BY MR. LAU:</p> <p>09:40 11 Q. Do you -- you viewed that as</p> <p>09:40 12 accepted industry practice?</p> <p>09:40 13 MR. DEW: Objection to form.</p> <p>09:40 14 Q. Is that fair?</p> <p>09:40 15 MR. DEW: Objection to form.</p> <p>09:40 16 THE WITNESS: Well, these were</p> <p>09:40 17 primarily were settings like Olympics or</p> <p>09:40 18 the US Open or some sort of dinner in</p> <p>09:40 19 Arizona or Albuquerque where they're</p> <p>09:40 20 introducing a new product and they bring</p> <p>09:40 21 in dealers from around the country. And I</p> <p>09:40 22 considered whatever discussions we had to</p> <p>09:41 23 be no different than the discussion</p> <p>09:41 24 between dealers who were also there.</p> <p>09:41 25 Oftentimes, guys who compete with each</p>
31	33
<p>09:39 1 MR. DEW: Objection to form.</p> <p>09:39 2 THE WITNESS: I guess so. I mean,</p> <p>09:39 3 on occasion there were inconsistencies.</p> <p>09:39 4 But when you say would I find that out,</p> <p>09:39 5 would I find that out by talking with</p> <p>09:39 6 other group people?</p> <p>09:39 7 BY MR. LAU:</p> <p>09:39 8 Q. Correct.</p> <p>09:39 9 A. No. I would more likely to find</p> <p>09:39 10 that out because of the way events unfolded.</p> <p>09:39 11 We were told by LG when they launched their</p> <p>09:39 12 fancy new major appliance line in 2003 that</p> <p>09:39 13 they were going to sell Independence. Before</p> <p>09:39 14 they shipped the first product, they now said</p> <p>09:39 15 they were going to sell Best Buy. Kind of a</p> <p>09:39 16 shame. I didn't need to find that out from</p> <p>09:39 17 another group. I found that out through the</p> <p>09:39 18 trade press.</p> <p>09:39 19 Q. When you met with your counterparts</p> <p>09:39 20 at these other buying groups, did you feel it</p> <p>09:40 21 was improper at all?</p> <p>09:40 22 MR. DEW: Objection to form.</p> <p>09:40 23 THE WITNESS: Did I feel what was</p> <p>09:40 24 improper?</p> <p>09:40 25</p>	<p>09:41 1 other both at the same meeting. It's kind</p> <p>09:41 2 of hard to hold a meeting and bring in all</p> <p>09:41 3 of your sales retailer and figure out a</p> <p>09:41 4 way to separate one from the another. It</p> <p>09:41 5 would take you weeks to hold a meeting if</p> <p>09:41 6 you did it that way.</p> <p>09:41 7 Whatever they wished to share with</p> <p>09:41 8 me, I was happy to gather the information.</p> <p>09:41 9 I can't remember anything that was</p> <p>09:41 10 particularly valuable. And I know that</p> <p>09:41 11 when I spoke with them, the last thing</p> <p>09:41 12 that I needed to do was disclose</p> <p>09:41 13 confidential information which had to do</p> <p>09:41 14 with maybe some advantage we had, whether</p> <p>09:41 15 we really had it or not.</p> <p>09:41 16 BY MR. LAU:</p> <p>09:41 17 Q. You mentioned that at these trade</p> <p>09:41 18 shows, the dealers would meet among themselves;</p> <p>09:41 19 is that correct?</p> <p>09:41 20 MR. DEW: Objection. Misstates</p> <p>09:41 21 prior testimony.</p> <p>09:41 22 THE WITNESS: It depends. When you</p> <p>09:42 23 say meet, if they're in a golf foursome or</p> <p>09:42 24 they're at a meal or it's the super bowl</p> <p>09:42 25 and they have a cocktail party the night</p>

<p style="text-align: right;"><b>34</b></p> <p>09:42 1 before, they would meet; but that wasn't a</p> <p>09:42 2 business meeting. That was primarily</p> <p>09:42 3 being part of whatever the event that was</p> <p>09:42 4 taking place.</p> <p>09:42 5 BY MR. LAU:</p> <p>09:42 6 Q. Okay. And I understand the</p> <p>09:42 7 distinction you're drawing between a planned</p> <p>09:42 8 business meeting on the one hand versus two</p> <p>09:42 9 dealers happen to be at a trade show and they</p> <p>09:42 10 encounter each other. Is that the distinction</p> <p>09:42 11 you're trying to draw?</p> <p>09:42 12 MR. DEW: Objection. Misstates</p> <p>09:42 13 prior testimony.</p> <p>09:42 14 THE WITNESS: It is.</p> <p>09:42 15 BY MR. LAU:</p> <p>09:42 16 Q. Okay. And so at the EPI trade</p> <p>09:42 17 shows when the dealers would, you know, bump</p> <p>09:42 18 into each other either at dinner or on the golf</p> <p>09:42 19 course, what's your understanding as to what</p> <p>09:43 20 they would discuss?</p> <p>09:43 21 MR. DEW: Objection. Lack of</p> <p>09:43 22 foundation.</p> <p>09:43 23 THE WITNESS: I don't know. I know</p> <p>09:43 24 what I discussed.</p> <p>09:43 25</p>	<p style="text-align: right;"><b>36</b></p> <p>09:44 1 need for the witness to speculate.</p> <p>09:44 2 BY MR. LAU:</p> <p>09:44 3 Q. Only answer if you know.</p> <p>09:44 4 A. North American Retail Dealers</p> <p>09:44 5 Association.</p> <p>09:44 6 Q. Do you have any understanding as to</p> <p>09:44 7 the purpose of that trade association?</p> <p>09:44 8 A. It was an education group</p> <p>09:44 9 primarily. What I did was, we had most of the</p> <p>09:44 10 members paying dues to belong to that group;</p> <p>09:44 11 and I negotiated with their director, a woman</p> <p>09:44 12 named Elly Valas, to have all MARTA members be</p> <p>09:44 13 part of NARDA and have access to their trading</p> <p>09:45 14 materials and educational videos.</p> <p>09:45 15 And by paying for all the members</p> <p>09:45 16 even though maybe 20, 30 percent hadn't</p> <p>09:45 17 belonged previously, we paid less money than</p> <p>09:45 18 the individual members who did belong pay on</p> <p>09:45 19 their own.</p> <p>09:45 20 Q. Okay. And so was it -- was MARTA a</p> <p>09:45 21 member or just the members of MARTA were</p> <p>09:45 22 members or both?</p> <p>09:45 23 A. It didn't come up like that. I</p> <p>09:45 24 don't recall that I ever attended anything.</p> <p>09:45 25 MARTA wasn't huge. We had maybe 17 employees.</p>
<p style="text-align: right;"><b>35</b></p> <p>09:43 1 BY MR. LAU:</p> <p>09:43 2 Q. Okay. And you don't view it -- you</p> <p>09:43 3 didn't view your interactions with your</p> <p>09:43 4 counterparts at other buying groups as</p> <p>09:43 5 improper, correct?</p> <p>09:43 6 MR. DEW: Objection to form.</p> <p>09:43 7 THE WITNESS: I didn't. And I</p> <p>09:43 8 think it would take a very humble person</p> <p>09:43 9 to say yes, what I was doing was</p> <p>09:43 10 absolutely wrong.</p> <p>09:43 11 BY MR. LAU:</p> <p>09:43 12 Q. And similarly, the fact that</p> <p>09:43 13 dealers would encounter each other at these</p> <p>09:43 14 trade shows and interact with each other and</p> <p>09:43 15 talk with each other, you don't view that as</p> <p>09:43 16 improper either, correct?</p> <p>09:43 17 A. I don't.</p> <p>09:43 18 Q. Okay. Was MARTA a member of any</p> <p>09:44 19 trade association?</p> <p>09:44 20 A. Yes. We belonged to NARDA,</p> <p>09:44 21 N-A-R-D-A.</p> <p>09:44 22 Q. Do you know what that stands for,</p> <p>09:44 23 NARDA?</p> <p>09:44 24 A. I can --</p> <p>09:44 25 MR. DEW: Objection. There's no</p>	<p style="text-align: right;"><b>37</b></p> <p>09:45 1 The vast majority were involved in the billing</p> <p>09:45 2 process, so I may have had my assistant go to a</p> <p>09:45 3 NARDA meeting. I can't recall, but we were</p> <p>09:45 4 welcome just what they did wasn't so applicable</p> <p>09:46 5 for us.</p> <p>09:46 6 Q. Any other trade associations that</p> <p>09:46 7 MARTA's members belonged to that you recall?</p> <p>09:46 8 MR. DEW: Objection to form.</p> <p>09:46 9 THE WITNESS: I worked with</p> <p>09:46 10 Consumer Electronics Association and</p> <p>09:46 11 attended some meetings. I don't remember</p> <p>09:46 12 if we were considered a member or not. We</p> <p>09:46 13 didn't pay anything, but they were</p> <p>09:46 14 thrilled to have dealers come to CES.</p> <p>09:46 15 BY MR. LAU:</p> <p>09:46 16 Q. Why were they -- why were they</p> <p>09:46 17 thrilled, do you think?</p> <p>09:46 18 MR. DEW: Objection to form.</p> <p>09:46 19 THE WITNESS: Well, they have one</p> <p>09:46 20 of the largest trade shows in the country</p> <p>09:46 21 in January in Las Vegas; and they have</p> <p>09:46 22 most of the electronics, computer</p> <p>09:46 23 manufacturers, companies from Samsung to</p> <p>09:47 24 Microsoft and all points in between</p> <p>09:47 25 displaying product there. And that show</p>

38	40
<p>09:47 1 would not be successful if there weren't a</p> <p>09:47 2 bunch of people going who actually bought</p> <p>09:47 3 the stuff.</p> <p>09:47 4 BY MR. LAU:</p> <p>09:47 5 Q. Was CES one of the trade shows</p> <p>09:47 6 where you might bump into one of your</p> <p>09:47 7 counterparts at another buying group or your</p> <p>09:47 8 members might bump into other dealers?</p> <p>09:47 9 A. Yes.</p> <p>09:47 10 MR. DEW: Objection. Misstates</p> <p>09:47 11 prior testimony.</p> <p>09:47 12 BY MR. LAU:</p> <p>09:47 13 Q. What -- other than CES, what other</p> <p>09:47 14 trade shows did either MARTA and you attend or</p> <p>09:47 15 your members attend?</p> <p>09:47 16 A. There was a builders show, which</p> <p>09:47 17 was primarily -- our interest was in major</p> <p>09:47 18 appliances. There was a show called the</p> <p>09:47 19 Kitchen and Bath Show, which was held at</p> <p>09:47 20 various spots, Orlando, Chicago, I think</p> <p>09:48 21 Dallas. There may have been some other ones.</p> <p>09:48 22 Any show where companies like</p> <p>09:48 23 Whirlpool, GE, and Frigidaire, LG, Samsung</p> <p>09:48 24 would go where they would display their</p> <p>09:48 25 product, I would encourage the members to go</p>	<p>09:49 1 Q. Was it a discernable program?</p> <p>09:49 2 MR. DEW: Objection to form.</p> <p>09:49 3 THE WITNESS: When you say</p> <p>09:50 4 "program," what do you mean by that?</p> <p>09:50 5 There wasn't a fee. There wasn't a</p> <p>09:50 6 discount.</p> <p>09:50 7 BY MR. LAU:</p> <p>09:50 8 Q. Let me take a step back. Actually,</p> <p>09:50 9 let me show you a document; and maybe this will</p> <p>09:50 10 help out.</p> <p>09:50 11 I would like to show a document to</p> <p>09:50 12 the witness that's already been marked as --</p> <p>09:50 13 it's been marked in a previous deposition as</p> <p>09:50 14 Exhibit 3244. Why don't you take a look at</p> <p>09:51 15 this document; and in particular for the</p> <p>09:51 16 purpose of our discussion now, focus on page</p> <p>09:51 17 15. This is the paragraph, the section that</p> <p>09:51 18 reads competitive analysis program?</p> <p>09:51 19 MR. DEW: Just for the record, the</p> <p>09:51 20 witness the should take a look at the</p> <p>09:51 21 whole document to be aware of the whole</p> <p>09:51 22 document.</p> <p>09:51 23 MR. LAU: That's fine.</p> <p>09:51 24 THE WITNESS: It's a very big</p> <p>09:51 25 document.</p>
39	41
<p>09:48 1 because you got a chance to talk to a lot of</p> <p>09:48 2 manufacturers for the price of one airfare.</p> <p>09:48 3 We went to Comdex for a while,</p> <p>09:48 4 which was a big computer show. That died, but</p> <p>09:48 5 at one time I think it was the largest trade</p> <p>09:48 6 show in the country, miserable show.</p> <p>09:48 7 Retail vision was another show.</p> <p>09:48 8 That was a good show.</p> <p>09:49 9 Q. And have you ever heard of the</p> <p>09:49 10 phrase competitive analysis program used at</p> <p>09:49 11 MARTA?</p> <p>09:49 12 MR. DEW: Objection to form.</p> <p>09:49 13 THE WITNESS: I don't think so.</p> <p>09:49 14 BY MR. LAU:</p> <p>09:49 15 Q. Did MARTA ever have a program</p> <p>09:49 16 designed to collect information about the Best</p> <p>09:49 17 Buys and Circuit Cities and Home Depots of the</p> <p>09:49 18 world?</p> <p>09:49 19 MR. DEW: Objection to form.</p> <p>09:49 20 THE WITNESS: Yes.</p> <p>09:49 21 BY MR. LAU:</p> <p>09:49 22 Q. Did that program have any sort of,</p> <p>09:49 23 like, specific name associated with it?</p> <p>09:49 24 A. I don't remember that it had a</p> <p>09:49 25 name.</p>	<p>09:51 1 MR. DEW: It is.</p> <p>09:51 2 THE WITNESS: When you say I should</p> <p>09:51 3 take a look at the whole document, you</p> <p>09:51 4 want me to scrutinize this entire</p> <p>09:51 5 document?</p> <p>09:51 6 MR. DEW: If that's what you feel</p> <p>09:51 7 you need to do in order to testify better,</p> <p>09:51 8 absolutely.</p> <p>09:51 9 THE WITNESS: Let me focus on the</p> <p>09:51 10 competitive analysis program. Okay. I'm</p> <p>09:52 11 familiar with this concept.</p> <p>09:52 12 BY MR. LAU:</p> <p>09:52 13 Q. Okay. Mr. Mann, does that refresh</p> <p>09:52 14 your recollection about some sort of</p> <p>09:52 15 competitive analysis program at MARTA?</p> <p>09:52 16 A. No. This came after I was gone</p> <p>09:52 17 but -- so if you're asking me about this</p> <p>09:53 18 particular program, I really know nothing about</p> <p>09:53 19 this particular program; but I know a lot about</p> <p>09:53 20 the concept.</p> <p>09:53 21 Q. All right. Tell me about the</p> <p>09:53 22 concept. What do you recall about the concept</p> <p>09:53 23 during your time period as executive director?</p> <p>09:53 24 A. Every dealer is well served to have</p> <p>09:53 25 a good idea of what's taking place in this</p>

<p style="text-align: right;"><b>42</b></p> <p>09:53 1 market. To that end, almost all do competitive  09:53 2 shopping. They'll go in and they'll check and  09:53 3 see what the other guy's doing.  09:53 4 It's not a good idea to have the  09:53 5 same product on the floor as your competitor  09:53 6 across the street and have it priced a hundred  09:53 7 dollars higher because if you don't know that  09:53 8 you're a hundred dollars higher, your customers  09:53 9 will know; and you'll be the expensive guy, and  09:53 10 the guy across the street will be the guy I buy  09:53 11 from.  09:53 12 So since everyone was doing it,  09:53 13 there were times when we would operate to  09:54 14 provide this kind of information to all of the  09:54 15 memberships on a relatively cheap basis.  09:54 16 I had a guy in Texas who had hired  09:54 17 a woman who was a shopper, and she would do --  09:54 18 among others, she would do Sears, which was a  09:54 19 strong competitor for appliances and Best Buy  09:54 20 who sold both appliances and electronics and  09:54 21 Circuit City, I think. I don't know. There  09:54 22 were two or three retailers. And she would  09:54 23 draw up a floor plan.  09:54 24 So when I saw that, I offered to  09:54 25 pay -- I think we paid her \$50 a week and,</p>	<p style="text-align: right;"><b>44</b></p> <p>09:56 1 Q. In your first example when you  09:56 2 referenced, I think you used the phrase "guy in  09:56 3 Texas," was that a reference to a MARTA member  09:56 4 who happened to be located in Texas?  09:56 5 A. Yes.  09:56 6 Q. Do you remember the name of that  09:56 7 dealer?  09:56 8 A. Oh, this is terrible. This is the  09:56 9 function of to many years have gone by. He was  09:56 10 in El Paso. He had two stores. He was on the  09:56 11 board at different times, he and his wife. I  09:56 12 can't remember his name.  09:56 13 Q. That's fine. That's fine. Other  09:56 14 than -- during what time period was the guy in  09:56 15 Texas providing MARTA with this information?  09:56 16 A. Approximately 2004.  09:56 17 Q. Would other MARTA members provide  09:56 18 similar information to MARTA?  09:57 19 MR. DEW: Objection to form.  09:57 20 THE WITNESS: I would get feedback.  09:57 21 People would say, well, I wish I was in El  09:57 22 Paso because they're selling it for a lot  09:57 23 less here.  09:57 24 BY MR. LAU:  09:57 25 Q. Maybe you misunderstood my</p>
<p style="text-align: right;"><b>43</b></p> <p>09:54 1 which is what he was paying her to do this. A  09:54 2 soccer mom who would do it in the afternoon.  09:54 3 Then I would take these reports, and I would  09:54 4 e-mail them out to all of the members so they  09:54 5 would know what was going on.  09:55 6 It isn't perfect because even  09:55 7 national retailers change market by market.  09:55 8 But it would give a good idea especially of  09:55 9 trends. So if the Philips product for three  09:55 10 weeks in a row had the same product at the same  09:55 11 price; and all of a sudden the next report  09:55 12 shows that something has dropped to 20 percent  09:55 13 cost, something took place. They cut the  09:55 14 price. They had a special program. Something  09:55 15 was going on.  09:55 16 There were occasional times when I  09:55 17 would just send out information if I learned of  09:55 18 something that was going on, like, be careful  09:55 19 if you ordered this because they're not  09:55 20 shipping it to anybody. So if you've got an ad  09:55 21 breaking in three weeks and on the front cover  09:55 22 is a gorgeous picture of this product, you're  09:56 23 not going to have any of it. And that kind of  09:56 24 information I would share with all of the  09:56 25 members.</p>	<p style="text-align: right;"><b>45</b></p> <p>09:57 1 question. Were there other MARTA members who  09:57 2 would do competitive shopping and then share  09:57 3 that information with MARTA?  09:57 4 MR. DEW: Objection to form.  09:57 5 THE WITNESS: Yes. Nothing quite  09:57 6 as formalized as the reports that we were  09:57 7 getting from the guy in El Paso, but I got  09:57 8 information all the time.  09:57 9 BY MR. LAU:  09:57 10 Q. Okay. If you could put a number on  09:57 11 the number of MARTA members who would do  09:57 12 competitive shopping and share that information  09:57 13 with MARTA, what would be a fair estimate of  09:57 14 that number?  09:57 15 MR. DEW: Objection to form.  09:57 16 THE WITNESS: 75 percent.  09:58 17 BY MR. LAU:  09:58 18 Q. Okay. And let's talk about --  09:58 19 A. Well, you know, I should explain  09:58 20 that. When I say 75 percent, I mean three out  09:58 21 of four. It may be more than that, but at one  09:58 22 time or another would have called me to say,  09:58 23 you made that a core model. That was really  09:58 24 stupid because it's getting hammered. That's  09:58 25 competitive information. It's based on what</p>



<p style="text-align: right;"><b>46</b></p> <p>09:58 1 was taking place in their market.</p> <p>09:58 2 I may have heard from somebody just</p> <p>09:58 3 once in four or five years. But over the</p> <p>09:58 4 course of my tenure with MARTA, most of the</p> <p>09:58 5 dealers at one time or another would call up</p> <p>09:58 6 either to praise something that we did or to</p> <p>09:58 7 bitterly complain about how foolish we were to</p> <p>09:58 8 do it. Because we had a lot to do with</p> <p>09:58 9 merchandising the products that we bought and</p> <p>09:58 10 selecting which models would be the go-to</p> <p>09:59 11 models, the profit models, the featured models.</p> <p>09:59 12 And invariably as much as we tried</p> <p>09:59 13 to be pristine in that effort, we would make</p> <p>09:59 14 mistakes; and there wasn't anybody so shy as to</p> <p>09:59 15 not tell me when we made a mistake.</p> <p>09:59 16 Q. Do you have any understanding as to</p> <p>09:59 17 where MARTA -- MARTA's members would obtain</p> <p>09:59 18 information about the market? Where would they</p> <p>09:59 19 get that information from?</p> <p>20 MS. KERN: Objection. Speculation.</p> <p>21 This is Sylvie Kern.</p> <p>22 COURT REPORTER: I'm sorry, but I</p> <p>23 couldn't even hear. Who was speaking?</p> <p>24 MS. KERN: This is Sylvie Kern.</p> <p>25 COURT REPORTER: And you made an</p>	<p style="text-align: right;"><b>48</b></p> <p>10:00 1 the prices are. Some are very sophisticated,</p> <p>10:00 2 using video pens and recording devices. Others</p> <p>10:00 3 just kind of remember what they can remember</p> <p>10:00 4 and run outside and write it down.</p> <p>10:00 5 Q. Do you think these shopping reports</p> <p>10:00 6 were an accepted business custom?</p> <p>10:01 7 MR. DEW: Objection. Vague. Calls</p> <p>10:01 8 for speculation.</p> <p>10:01 9 THE WITNESS: I don't know of any</p> <p>10:01 10 retailer that hasn't at one time or</p> <p>10:01 11 another checked out what the competition's</p> <p>10:01 12 doing, and some are very formal.</p> <p>10:01 13 National accounts have people who</p> <p>10:01 14 do with this full-time. Some hire</p> <p>10:01 15 organizations to do this.</p> <p>10:01 16 BY MR. LAU:</p> <p>10:01 17 Q. Why do you think it was important</p> <p>10:01 18 to gather this type of information?</p> <p>10:01 19 MR. DEW: Objection to form.</p> <p>10:01 20 THE WITNESS: Most of the time it</p> <p>10:01 21 is important because of pricing. You</p> <p>10:01 22 can't run an ad and be successful that</p> <p>10:01 23 says come shop at my store; we have almost</p> <p>10:01 24 the best price in town.</p> <p>10:01 25 If you spend the money to promote</p>
<p style="text-align: right;"><b>47</b></p> <p>09:59 1 objection?</p> <p>09:59 2 MS. KERN: Yes, I did. Objection.</p> <p>09:59 3 It calls for speculation.</p> <p>09:59 4 COURT REPORTER: Thank you.</p> <p>09:59 5 BY MR. LAU:</p> <p>09:59 6 Q. Mr. Mann, I don't want you to</p> <p>09:59 7 speculate.</p> <p>09:59 8 Just based on your recollection</p> <p>09:59 9 today, when -- when members would provide you</p> <p>09:59 10 with information about what's happening in the</p> <p>09:59 11 market, do you have any understanding as to</p> <p>09:59 12 where the members were getting that</p> <p>10:00 13 information?</p> <p>10:00 14 MR. DEW: Objection. Vague.</p> <p>10:00 15 THE WITNESS: I would say the</p> <p>10:00 16 primary source was competitive advertising</p> <p>10:00 17 because that is something they could see.</p> <p>10:00 18 But sometimes they picked up information</p> <p>10:00 19 from shopping reports.</p> <p>10:00 20 BY MR. LAU:</p> <p>10:00 21 Q. When you say "shopping reports,"</p> <p>10:00 22 what do you mean?</p> <p>10:00 23 A. Where they have some employee go</p> <p>10:00 24 into a competitor store. They'll go into a</p> <p>10:00 25 Best Buy store and walk the floor and see what</p>	<p style="text-align: right;"><b>49</b></p> <p>10:01 1 store traffic by advertising your product</p> <p>10:02 2 and you advertise it in your flier and</p> <p>10:02 3 then they pick up the one from some other</p> <p>10:02 4 competitor and there's the same product</p> <p>10:02 5 and it's \$50 less, you wasted a lot of</p> <p>10:02 6 money.</p> <p>10:02 7 So mostly they just want to make</p> <p>10:02 8 sure that they don't get embarrassed in</p> <p>10:02 9 the paper. They're advertising --</p> <p>10:02 10 invariably it's to drive people into the</p> <p>10:02 11 store, and you don't do that if you</p> <p>10:02 12 convince the people that they're paying</p> <p>10:02 13 too much.</p> <p>10:02 14 MR. DEW: Al, we've been going for</p> <p>10:02 15 a little bit. Would this be a fair time</p> <p>10:02 16 for a break?</p> <p>10:02 17 MR. LAU: Sure.</p> <p>10:02 18 MR. DEW: If that's okay.</p> <p>10:02 19 MR. LAU: Sure. Let's go take a</p> <p>10:02 20 break.</p> <p>10:02 21 THE VIDEOGRAPHER: Thank you. The</p> <p>10:02 22 time now is approximately 10:03 a.m.</p> <p>10:02 23 We're going off the record. This is the</p> <p>10:02 24 end of Disc No. 1.</p> <p>25</p>

50	52
<p>10:02 1 (Whereupon, a short break was  10:10 2 taken.)  10:10 3 THE VIDEOGRAPHER: The time now is  10:10 4 approximately 10:11 a.m. We're back on  10:10 5 the record. This is the beginning of Disc  10:10 6 No. 2.  10:10 7 BY MR. LAU:  10:10 8 Q. Mr. Mann, could you take a look at  10:10 9 Exhibit 3244, the MARTA business plan?  10:11 10 A. Yes.  10:11 11 Q. We had a brief discussion off the  10:11 12 record with your attorney. The date -- the  10:11 13 date of that business plan, what's the date of  10:11 14 that business plan?  10:11 15 A. It's 1997. I thought when I first  10:11 16 looked at it, it came a couple of years after I  10:11 17 was gone. It actually was a couple of years  10:11 18 before I showed up.  10:11 19 Q. Okay. Do you have any  10:11 20 understanding as to who drafted this document?  10:11 21 A. Just in looking at the cover, it  10:11 22 looks like it was Jerry Dreyer.  10:11 23 Q. Who's Jerry Dreyer?  10:11 24 A. Jerry was the guy that was hired as  10:11 25 the executive director before me, and he was</p>	<p>10:12 1 So all of the guys in the group --  10:12 2 almost all the guys wouldn't have done  10:12 3 their own shopping anyway, but this would  10:13 4 have given them another layer of  10:13 5 information. That's the premise that I  10:13 6 worked on when I provided whatever  10:13 7 competitive information I could get.  10:13 8 BY MR. LAU:  10:13 9 Q. I'm going to hand out another  10:13 10 document that's previously been entered as an  10:13 11 exhibit. This is Exhibit 2496.  10:13 12 MS. KERN: I didn't hear that  10:13 13 exhibit number.  10:13 14 MR. LAU: Sure. 2496.  10:13 15 MS. KERN: Thank you.  10:13 16 BY MR. LAU:  10:13 17 Q. And it's an e-mail chain, and at  10:13 18 the top it's to Warren Mann from Bill Bursley  10:13 19 sent November 3, 2005.  10:13 20 Please take a chance to review this  10:13 21 document. Let me know when you've done so.  10:13 22 apologize for the quality of the copying. This  10:14 23 is the best we have.  10:14 24 MR. DEW: Portions of my copy are  10:14 25 very hard to read. So if you have any</p>
51	53
<p>10:11 1 the first executive director after Joe Verdi,  10:11 2 who was the founder of MARTA.  10:11 3 Q. Can we turn quickly again to page  10:11 4 15? Having looked at the three paragraphs  10:11 5 under the section entitled Competitive Analysis  10:11 6 Program and considering our discussion before  10:12 7 the break, do these three paragraphs fairly  10:12 8 reflect what MARTA was doing in terms of  10:12 9 competitive analysis?  10:12 10 MR. DEW: I just reiterate the  10:12 11 objection that the witness hasn't had a  10:12 12 chance to look at the entire document;  10:12 13 and, therefore, is testifying to these  10:12 14 paragraphs out of context of the entire  10:12 15 document.  10:12 16 THE WITNESS: Well, yes, it's  10:12 17 promoting the idea that this is something  10:12 18 that maybe MARTA can do on behalf of all  10:12 19 the members. And that's the basic theme  10:12 20 of any buying group.  10:12 21 If -- if you want to set up a  10:12 22 program with Fisher and Paykel and you've  10:12 23 got 70 members that buy Fisher and Paykel,  10:12 24 you could have 70 meetings or you can have  10:12 25 one. It's more efficient to have the one.</p>	<p>10:14 1 trouble with any of the portions, please  10:14 2 tell me which ones; and we'll make sure we  10:14 3 identify those.  10:14 4 THE WITNESS: I don't think I can  10:14 5 read this. The second page is better than  10:14 6 the first. Okay.  10:16 7 BY MR. LAU:  10:16 8 Q. Mr. Mann, do you recognize this  10:16 9 document?  10:16 10 A. I don't remember it, but it's my  10:16 11 style. It's under my name. So the bottom part  10:16 12 I remember.  10:16 13 Q. And what is this document?  10:16 14 A. This is a bulletin that I sent out  10:16 15 regarding a shortage of plasma.  10:16 16 Q. Okay. When you say "bulletin,"  10:16 17 what do you mean by that?  10:16 18 A. I sent out correspondence almost  10:16 19 every day regarding programs, events, pricing.  10:17 20 So this has to do with the period of time that  10:17 21 we were unable to get -- this is towards the  10:17 22 end of October 2005 -- we were unable to get  10:17 23 orders filled for Toshiba plasma sets, and we  10:17 24 had been told that there was shortage  10:17 25 nationally; and they just didn't have enough.</p>

54	56
<p>10:17 1 Everybody was going to get a small percentage</p> <p>10:17 2 of what they ordered until the flow increased</p> <p>10:17 3 and they could catch up.</p> <p>10:17 4 Q. To -- to whom were bulletins sent?</p> <p>10:17 5 A. All members.</p> <p>10:17 6 Q. Okay. If you turn to the second</p> <p>10:17 7 page please, the paragraph that begins, "In</p> <p>10:18 8 order to ascertain," do you see that paragraph?</p> <p>10:18 9 A. Yes.</p> <p>10:18 10 Q. And let me just read the sentence</p> <p>10:18 11 that I care about. Quote, "In order to</p> <p>10:18 12 ascertain the actual situation, MARTA requests</p> <p>10:18 13 all Toshiba dealers shop at least one Best Buy</p> <p>10:18 14 store over the next few days," end quote. Do</p> <p>10:18 15 you see that sentence?</p> <p>10:18 16 A. Yes.</p> <p>10:18 17 Q. Is that an isolated instance of --</p> <p>10:18 18 well, let me take a step back. In fact, do you</p> <p>10:18 19 recall MARTA actually requesting dealers to</p> <p>10:18 20 shop Best Buy stores in this instance?</p> <p>10:18 21 MR. DEW: Objection. Asked and</p> <p>10:18 22 answered.</p> <p>10:18 23 THE WITNESS: I'm pretty sure if I</p> <p>10:18 24 sent this bulletin out.</p> <p>25</p>	<p>10:20 1 -- asking the members to engage in such a shop</p> <p>10:20 2 at Best Buy, that was an accepted business</p> <p>10:20 3 practice, correct?</p> <p>10:20 4 MR. DEW: Objection. Objection to</p> <p>10:20 5 form and vague.</p> <p>10:20 6 THE WITNESS: But in my view, it's</p> <p>10:20 7 quite acceptable for dealers to shop at</p> <p>10:20 8 other dealers.</p> <p>10:20 9 BY MR. LAU:</p> <p>10:20 10 Q. And it occurs regularly, correct?</p> <p>10:20 11 MR. DEW: Objection to form.</p> <p>10:20 12 THE WITNESS: It occurs all the</p> <p>10:20 13 time. Sometimes shoppers are thrown out.</p> <p>10:20 14 National accounts get very fussy. Some</p> <p>10:20 15 shoppers overdo it and try to take</p> <p>10:20 16 pictures.</p> <p>10:20 17 But gathering information by</p> <p>10:20 18 shopping on the store floor in my mind is</p> <p>10:20 19 not only common practice, it's kind of</p> <p>10:20 20 public domain. It's wide open to anybody</p> <p>10:20 21 who walks in.</p> <p>10:20 22 BY MR. LAU:</p> <p>10:20 23 Q. You said that this e-mail appears</p> <p>10:21 24 to be written in the style of your e-mails,</p> <p>10:21 25 correct?</p>
55	57
<p>10:18 1 BY MR. LAU:</p> <p>10:18 2 Q. Okay.</p> <p>10:18 3 A. I don't think this is made up.</p> <p>10:18 4 This is something that I did towards the end of</p> <p>10:18 5 my time at MARTA.</p> <p>10:18 6 Q. Other than this one instance, can</p> <p>10:19 7 you think of other instances where MARTA</p> <p>10:19 8 requested it's members to shop at dealers like</p> <p>10:19 9 Best Buy or Circuit City?</p> <p>10:19 10 MR. DEW: Objection.</p> <p>10:19 11 THE WITNESS: I can't recall, but</p> <p>10:19 12 there well could have been other times.</p> <p>10:19 13 BY MR. LAU:</p> <p>10:19 14 Q. Okay. And what would be the</p> <p>10:19 15 purpose of making this request to members?</p> <p>10:19 16 A. Well, this particular case involved</p> <p>10:19 17 us being told that we can't ship anybody; and</p> <p>10:19 18 we're just making sure that everybody is</p> <p>10:19 19 suffering the way we're suffering.</p> <p>10:19 20 And the indication is from at least</p> <p>10:19 21 this one dealer who responded here that in</p> <p>10:19 22 Buffalo, Best Buy had plenty of these sets. So</p> <p>10:19 23 we didn't have them, but Best Buy had them.</p> <p>10:19 24 And that's a competitive disadvantage.</p> <p>10:20 25 Q. And so you would agree that asking</p>	<p>10:21 1 A. Yes. I'm pretty certain this is</p> <p>10:21 2 something that I sent out.</p> <p>10:21 3 Q. And let me just ask, did MARTA rely</p> <p>10:21 4 upon this e-mail in the normal course of its</p> <p>10:21 5 business?</p> <p>10:21 6 MR. DEW: Objection. The witness</p> <p>10:21 7 can't testify as to what the company did</p> <p>10:21 8 or relied upon. He's not here as a</p> <p>10:21 9 witness --</p> <p>10:21 10 BY MR. LAU:</p> <p>10:21 11 Q. In you -- in your capacity as</p> <p>10:21 12 executive director, would you use e-mails like</p> <p>10:21 13 this?</p> <p>10:21 14 A. I sent e-mails on a routine basis</p> <p>10:21 15 to inform membership of changes, new products</p> <p>10:21 16 that were coming, prices, industry events that</p> <p>10:21 17 were taking place, categories that I thought</p> <p>10:21 18 they ought to take a look at, maybe get</p> <p>10:21 19 involved in.</p> <p>10:21 20 If they weren't selling recliners</p> <p>10:21 21 they ought to think about it. It's very</p> <p>10:21 22 profitable. People have to sit down when they</p> <p>10:21 23 watch TV. So it's kind of a fit.</p> <p>10:22 24 So I sent a tremendous amount, I</p> <p>10:22 25 think, of correspondence out.</p>



<p style="text-align: right;"><b>58</b></p> <p>10:22 1 Q. And this would be an example of one</p> <p>10:22 2 of these e-mails that you sent to MARTA</p> <p>10:22 3 membership, correct?</p> <p>10:22 4 MR. DEW: Objection. I don't think</p> <p>10:22 5 the witness was done answering the</p> <p>10:22 6 question.</p> <p>10:22 7 THE WITNESS: This bulletin, No.</p> <p>10:22 8 E-2125, I'm not -- I don't remember as</p> <p>10:22 9 well as I used to. E means it's</p> <p>10:22 10 electronics. All the bulletins that</p> <p>10:22 11 started with A had to do with appliances,</p> <p>10:22 12 and I had another letter. Maybe it was O</p> <p>10:22 13 for other.</p> <p>10:22 14 But primarily we were in the</p> <p>10:22 15 appliance/electronics field. And the</p> <p>10:22 16 numbers were consecutive. So this way</p> <p>10:22 17 anyone who had a hole in their three-ring</p> <p>10:22 18 binder and they went from 2123 to 2125 was</p> <p>10:22 19 missing 2124 and we would request and sent</p> <p>10:23 20 out that one as a backup.</p> <p>10:23 21 So we were trying to do a better</p> <p>10:23 22 job using e-mail; whereas, in my prior job</p> <p>10:23 23 at NATM, we pretty much faxed everything.</p> <p>10:23 24 A lot of paper and telephone wires tangled</p> <p>10:23 25 up that way.</p>	<p style="text-align: right;"><b>60</b></p> <p>10:25 1 Q. Does it appear to be -- again, like</p> <p>10:25 2 the earlier e-mail, an e-mail that you would</p> <p>10:25 3 typically see when you were an executive</p> <p>10:25 4 director of MARTA?</p> <p>10:25 5 A. Well, the typical e-mail that we</p> <p>10:25 6 sent out would explain programs and attach</p> <p>10:25 7 Excel files for pricing or somehow explain</p> <p>10:25 8 something that was going on.</p> <p>10:25 9 This was one of the relatively rare</p> <p>10:25 10 times that I was trying to find out whether we</p> <p>10:25 11 were getting the runaround or not. Somebody --</p> <p>10:25 12 it could have been Mike Guida. It could have</p> <p>10:25 13 been Jerry Satori. It could have been some</p> <p>10:26 14 other executive at Toshiba that casually said</p> <p>10:26 15 well, nobody's got them. You know, we're all</p> <p>10:26 16 suffering. Everybody's in short supply, and I</p> <p>10:26 17 wanted to make sure that that was accurate.</p> <p>10:26 18 Which is why the initial e-mail went out. And</p> <p>10:26 19 at least based on these responses you've shown</p> <p>10:26 20 me so far, it looks like it wasn't accurate.</p> <p>10:26 21 Q. Would this be the type of e-mail</p> <p>10:26 22 that would be generated and received by MARTA</p> <p>10:26 23 in the normal course of its business?</p> <p>10:26 24 A. This was an unusual --</p> <p>10:26 25 MR. DEW: Just objection. Again,</p>
<p style="text-align: right;"><b>59</b></p> <p>10:23 1 BY MR. LAU:</p> <p>10:23 2 Q. So to answer my question, would</p> <p>10:23 3 this be an example of an e-mail that you would</p> <p>10:23 4 send to MARTA's members?</p> <p>10:23 5 A. Yes.</p> <p>10:23 6 Q. And does this e-mail appear to be</p> <p>10:23 7 accurate?</p> <p>10:23 8 A. Yes.</p> <p>10:23 9 Q. And does this e-mail appear to be</p> <p>10:23 10 complete?</p> <p>10:23 11 A. Yes.</p> <p>10:23 12 Q. Thank you. You can put that</p> <p>10:23 13 document aside.</p> <p>10:23 14 I'm going to hand to the witness</p> <p>10:24 15 another document that's been previously marked</p> <p>10:24 16 as an Exhibit. This is Exhibit 3254, an e-mail</p> <p>10:24 17 chain at the top from MARTA Cooperative to</p> <p>10:24 18 Warren Mann dated November 2, 2005.</p> <p>10:24 19 Please review this e-mail and let</p> <p>10:24 20 me know once you've had a chance to do so.</p> <p>10:24 21 A. (Witness complies.) Okay.</p> <p>10:24 22 Q. Mr. Mann, do you recognize this</p> <p>10:25 23 document?</p> <p>10:25 24 A. I don't remember it. It seems kind</p> <p>10:25 25 of routine though.</p>	<p style="text-align: right;"><b>61</b></p> <p>10:26 1 he isn't here to testify about MARTA.</p> <p>10:26 2 BY MR. LAU:</p> <p>10:26 3 Q. Go ahead and answer the question.</p> <p>10:26 4 In your capacity as executive director of</p> <p>10:26 5 MARTA --</p> <p>10:26 6 A. This was unusual circumstances.</p> <p>10:26 7 Generally, we trusted and considered ourselves</p> <p>10:26 8 to have a very good relationship with the</p> <p>10:26 9 vendors.</p> <p>10:26 10 Q. Okay.</p> <p>10:26 11 A. In this case, obviously, I doubted</p> <p>10:26 12 that we were being told the truth.</p> <p>10:26 13 Q. Does this appear to be -- does this</p> <p>10:27 14 e-mail appear to be accurate?</p> <p>10:27 15 A. Yes.</p> <p>10:27 16 Q. Does it appear to be complete?</p> <p>10:27 17 A. Yes.</p> <p>10:27 18 MR. DEW: Objection as to vague.</p> <p>10:27 19 BY MR. LAU:</p> <p>10:27 20 Q. When I say "complete," Mr. Mann,</p> <p>10:27 21 does it appear that this is the entire e-mail</p> <p>10:27 22 as opposed to half an e-mail? That's what I</p> <p>10:27 23 mean by completeness. Do you understand?</p> <p>10:27 24 A. The whole thread is not here, but</p> <p>10:27 25 it appears to me that Al Ruiz from Colders is</p>

<p style="text-align: right;"><b>62</b></p> <p>10:27 1 responding to the earlier e-mail that I sent</p> <p>10:27 2 out, E-2125 on October 29. It took him five</p> <p>10:27 3 days to get back to me. So he didn't jump</p> <p>10:27 4 through hoops to get me -- but he got me the</p> <p>10:27 5 information.</p> <p>10:27 6 So what's missing from here is</p> <p>10:27 7 probably what prompted him to go in and check;</p> <p>10:27 8 but other than that, it's a complete e-mail.</p> <p>10:27 9 Jeff Soko is the guy that I write to at the top</p> <p>10:27 10 of this, and I'm saying make sure that Al gets</p> <p>10:28 11 his credit for responding to our request for</p> <p>10:28 12 information.</p> <p>10:28 13 Q. I'm glad you mentioned that because</p> <p>10:28 14 that was my next question.</p> <p>10:28 15 Was it -- was it common for MARTA</p> <p>10:28 16 to provide its members a credit?</p> <p>10:28 17 MR. DEW: Objection. Again, he's</p> <p>10:28 18 not here to testify on behalf of MARTA.</p> <p>10:28 19 MR. LAU: Mr. Dew, that's fine. I</p> <p>10:28 20 can appreciate your objections; however,</p> <p>10:28 21 please wait until I've completed my</p> <p>10:28 22 question.</p> <p>10:28 23 MR. DEW: Fair enough.</p> <p>10:28 24 MR. LAU: Thank you.</p> <p>10:28 25</p>	<p style="text-align: right;"><b>64</b></p> <p>10:29 1 Q. Correct.</p> <p>10:29 2 A. And this was a relatively unusual</p> <p>10:29 3 circumstance. I don't -- I wouldn't be</p> <p>10:29 4 surprised if there was an occasion over seven</p> <p>10:29 5 years, other than this one, where we rewarded</p> <p>10:29 6 the dealer for being responsive. But mostly we</p> <p>10:30 7 relied on their good will and their</p> <p>10:30 8 self-serving nature to respond to requests; and</p> <p>10:30 9 mostly they came through.</p> <p>10:30 10 In this case I think I was looking</p> <p>10:30 11 for something very fast. Take a look at the</p> <p>10:30 12 period. This is now coming up on Black Friday.</p> <p>10:30 13 We've got a lot of people that relied on</p> <p>10:30 14 Toshiba. It was our largest electronics</p> <p>10:30 15 vendor; and all of a sudden, this critical</p> <p>10:30 16 product, 52 -- 42- and 50-inch flat panel sets</p> <p>10:30 17 mysteriously are gone. It's too late in the</p> <p>10:30 18 season for us to get some other supplier</p> <p>10:30 19 because nobody has any inventory left at that</p> <p>10:30 20 point. This was a real sore point in what was</p> <p>10:30 21 generally a very good relationship.</p> <p>10:30 22 Q. Can you think of, Mr. Mann, other</p> <p>10:31 23 instances where MARTA requested information</p> <p>10:31 24 from its members about what's occurring in the</p> <p>10:31 25 market?</p>
<p style="text-align: right;"><b>63</b></p> <p>10:28 1 BY MR. LAU:</p> <p>10:28 2 Q. Let's try this again. Mr. Mann, do</p> <p>10:28 3 you see on the top part of the e-mail the</p> <p>10:28 4 sentence that reads, quote, "All dealers who</p> <p>10:28 5 responded to the survey will receive a credit</p> <p>10:28 6 of a hundred from 24200 Toshiba funds," end</p> <p>10:28 7 quote. Do you see that sentence?</p> <p>10:28 8 A. I see that, yes.</p> <p>10:28 9 Q. Okay. Can you tell me what's</p> <p>10:29 10 occurring in that sentence?</p> <p>10:29 11 A. That's me instructing our</p> <p>10:29 12 accounting guy to make sure that this dealer</p> <p>10:29 13 gets a credit because he responded to our</p> <p>10:29 14 request.</p> <p>10:29 15 Q. Okay. Other than this specific</p> <p>10:29 16 instance, can you recall other instances when</p> <p>10:29 17 you directed MARTA employees to provide a</p> <p>10:29 18 credit to members who provided MARTA with</p> <p>10:29 19 information about what's occurring in the</p> <p>10:29 20 market?</p> <p>10:29 21 MR. DEW: Objection. Confusing.</p> <p>10:29 22 BY MR. LAU:</p> <p>10:29 23 Q. Do you understand that question?</p> <p>10:29 24 A. I do. You're asking me if this was</p> <p>10:29 25 a routine practice it sounds like.</p>	<p style="text-align: right;"><b>65</b></p> <p>10:31 1 MR. DEW: Objection. Again, he's</p> <p>10:31 2 not here to testify on behalf of MARTA.</p> <p>10:31 3 BY MR. LAU:</p> <p>10:31 4 Q. In your capacity -- let me rephrase</p> <p>10:31 5 the question.</p> <p>10:31 6 In your capacity as executive</p> <p>10:31 7 director from June 1999 to January 2006, can</p> <p>10:31 8 you think of instances where either you or</p> <p>10:31 9 employees under your direction requested</p> <p>10:31 10 members to provide information about what's</p> <p>10:31 11 occurring in the market?</p> <p>10:31 12 A. Yes.</p> <p>10:31 13 Q. Just describe those instances for</p> <p>10:31 14 me, please.</p> <p>10:31 15 A.</p> <p>10:31 16 MR. DEW: Objection. Vague.</p> <p>10:31 17 THE WITNESS: We sat down to</p> <p>10:31 18 negotiate our annual program. I didn't do</p> <p>10:32 19 that by myself. I would draw on the</p> <p>10:32 20 talent within the group and use various</p> <p>10:32 21 dealers.</p> <p>10:32 22 Over the course of my years at</p> <p>10:32 23 MARTA, almost every dealer at one time or</p> <p>10:32 24 another had gotten involved in some</p> <p>10:32 25 committee somehow. And if we were going</p>

66	68
<p>10:32 1 to go into Benton Harbor and sit down with</p> <p>10:32 2 Whirlpool to talk about what we want to be</p> <p>10:32 3 focus models and what we need for pricing</p> <p>10:32 4 -- and, of course, whenever you asked for</p> <p>10:32 5 a price, the very first thing the</p> <p>10:32 6 manufacturer asked is how many are you</p> <p>10:32 7 going to buy. And all of that</p> <p>10:32 8 information, it would have been foolish</p> <p>10:32 9 for me to try to do on my own, I never</p> <p>10:32 10 owned a store. So I used the retail</p> <p>10:32 11 network.</p> <p>10:32 12 In the course of them preparing,</p> <p>10:32 13 they bring a lot of information, what was</p> <p>10:32 14 going on in the marketplace. And that was</p> <p>10:33 15 most welcome.</p> <p>10:33 16 BY MR. LAU:</p> <p>10:33 17 Q. And what type of information would</p> <p>10:33 18 they provide?</p> <p>10:33 19 A. What models were being advertised</p> <p>10:33 20 in their local newspaper or the inserts, what</p> <p>10:33 21 prices, what brands, what was changing.</p> <p>10:33 22 There's an ebb and flow to market share.</p> <p>10:33 23 Products grow and shrink.</p> <p>10:33 24 Q. Can you think of other instances</p> <p>10:33 25 where you or MARTA employees under your</p>	<p>10:34 1 somebody for something. We didn't really have</p> <p>10:34 2 money for that type of stuff. This was kind of</p> <p>10:34 3 a unique situation.</p> <p>10:34 4 But in asking for competitive</p> <p>10:35 5 information, I wanted it all the time.</p> <p>10:35 6 Q. And what type of competitive</p> <p>10:35 7 information would you find to be useful?</p> <p>10:35 8 A. What brands are carried and</p> <p>10:35 9 featured by competitive stores. What models,</p> <p>10:35 10 what price, what promotion, what they were</p> <p>10:35 11 doing. Are they giving free delivery? Was</p> <p>10:35 12 there a rebate? Was the rebate a</p> <p>10:35 13 manufacturer's rebate? Was it a manufacturer's</p> <p>10:35 14 rebate that we weren't offered? What line got</p> <p>10:35 15 thrown out?</p> <p>10:35 16 Q. And you found this was important</p> <p>10:35 17 information to gather?</p> <p>10:35 18 A. Quite.</p> <p>10:35 19 Q. And why was that?</p> <p>10:35 20 A. Because the manufacturer that just</p> <p>10:35 21 lost their facings at Walmart, suddenly has a</p> <p>10:36 22 lot of product; and they need to be somebody to</p> <p>10:36 23 buy it, and they are much more flexible in what</p> <p>10:36 24 they sell it for because nobody wants to sit on</p> <p>10:36 25 a lot of inventory and hope that eventually it</p>
67	69
<p>10:33 1 direction requested members to provide</p> <p>10:33 2 information about what's occurring in the</p> <p>10:33 3 market?</p> <p>10:33 4 MR. DEW: Objection.</p> <p>10:33 5 THE WITNESS: There were few that</p> <p>10:33 6 were as broad based as this particular</p> <p>10:34 7 one; but in almost every negotiating</p> <p>10:34 8 meeting that I went into, I would talk</p> <p>10:34 9 with the dealers who were on that</p> <p>10:34 10 committee ahead of time so that we'd have</p> <p>10:34 11 a handle on what we were going to ask for,</p> <p>10:34 12 what we needed, what were the right</p> <p>10:34 13 products.</p> <p>10:34 14 So to answer your question, this</p> <p>10:34 15 was part of my routine. I did this all</p> <p>10:34 16 the time.</p> <p>10:34 17 BY MR. LAU:</p> <p>10:34 18 Q. Can you think of any other</p> <p>10:34 19 instances?</p> <p>10:34 20 A. Other than all the time?</p> <p>10:34 21 Q. Well, specific examples so that I</p> <p>10:34 22 can understand.</p> <p>10:34 23 A. You are talking about a decade or</p> <p>10:34 24 more ago. I can say that in general it's very</p> <p>10:34 25 rare for me to go out and actually reward</p>	<p>10:36 1 gets gone. They want to turn it into cash.</p> <p>10:36 2 So if I find out that Orion got</p> <p>10:36 3 thrown out because Sharp went into Walmart and</p> <p>10:36 4 Orion is looking for somebody to give them</p> <p>10:36 5 support, that's a good time for me to pick up</p> <p>10:36 6 the phone and talk to Orion.</p> <p>10:36 7 Q. Mr. Mann, my realtime is not</p> <p>10:36 8 working. We're going to go off the record for</p> <p>10:36 9 two minutes and get it working again.</p> <p>10:36 10 A. Sure.</p> <p>10:36 11 Q. And then we'll go back on the</p> <p>10:36 12 record.</p> <p>10:36 13 THE VIDEOGRAPHER: Thank you. The</p> <p>10:36 14 time now is approximately 10:37 a.m.</p> <p>10:36 15 We're going off the record.</p> <p>10:36 16 (Whereupon, a short break was</p> <p>10:42 17 taken.)</p> <p>10:42 18 THE VIDEOGRAPHER: The time now is</p> <p>10:42 19 10:42 a.m., and we're back on the record.</p> <p>10:42 20 BY MR. LAU:</p> <p>10:42 21 Q. Mr. Mann, I'm going to hand another</p> <p>10:42 22 document to you. This document has already</p> <p>10:42 23 been marked as an exhibit, Exhibit No. 2497</p> <p>10:42 24 CRT-MARTA-0008537. If you could please take a</p> <p>10:42 25 look at this document, review it, and let me</p>

70	72
<p>10:42 1 know when you have had a chance to do so?</p> <p>10:42 2 A. (Witness complies.) Anyway, yes.</p> <p>10:42 3 I know this document very well. And by the</p> <p>10:42 4 way, the dealer whose name I couldn't dredge up</p> <p>10:42 5 before -- the coffee worked. His name is Pat</p> <p>10:43 6 Goff.</p> <p>10:43 7 Q. Who's Pat Goff?</p> <p>10:43 8 A. Pat Goff was a retailer of two</p> <p>10:43 9 stores, one in El Paso and one in, I think, Las</p> <p>10:43 10 Cruces, New Mexico.</p> <p>10:43 11 Q. Do you recall the names of the</p> <p>10:43 12 stores per chance?</p> <p>10:43 13 A. You know, I think it was called Pat</p> <p>10:43 14 -- Pat Goff's.</p> <p>10:43 15 Q. It's not -- it's not that</p> <p>10:43 16 important. Thank you, Mr. Mann. So this</p> <p>10:43 17 document, do you recognize this document?</p> <p>10:43 18 A. Yes.</p> <p>10:43 19 Q. And what is this document?</p> <p>10:43 20 A. This is the shopping report that I</p> <p>10:43 21 mentioned before where he had a woman who would</p> <p>10:43 22 go in and take down information and then send</p> <p>10:43 23 it to us.</p> <p>10:43 24 Q. Okay. And what type of</p> <p>10:43 25 information -- so this is the guy in Texas, Pat</p>	<p>10:45 1 Q. Do you recall the time period</p> <p>10:45 2 that --</p> <p>10:45 3 A. Well, it's dated. These all are</p> <p>10:45 4 dated January 30, 2005.</p> <p>10:45 5 Q. A different -- different question.</p> <p>10:45 6 Do you recall the time period over which</p> <p>10:45 7 Priscilla was providing this information to the</p> <p>10:45 8 guy in Texas who was providing it to MARTA?</p> <p>10:45 9 A. When you asked before, I said it's</p> <p>10:45 10 approximately 2004. I stand by that.</p> <p>10:45 11 Q. I mean, so this activity just</p> <p>10:45 12 occurred in 2004?</p> <p>10:45 13 A. It --</p> <p>10:45 14 MR. DEW: Objection. Misstates</p> <p>10:45 15 prior testimony.</p> <p>10:45 16 THE WITNESS: I don't know exactly</p> <p>10:45 17 when it started, but I believe it started</p> <p>10:45 18 in 2004.</p> <p>10:45 19 BY MR. LAU:</p> <p>10:45 20 Q. Do you know when it ended?</p> <p>10:45 21 A. I think he lost her in the middle</p> <p>10:46 22 of the year. We ended up not being able to do</p> <p>10:46 23 this.</p> <p>10:46 24 Q. Okay. Did he find a replacement</p> <p>10:46 25 for Priscilla?</p>
71	73
<p>10:43 1 Goff; and this is the shopper that he hired for</p> <p>10:43 2 \$50 a week to provide this type of information?</p> <p>10:43 3 A. Approximately. You know, it wasn't</p> <p>10:43 4 a great deal of money.</p> <p>10:43 5 Q. Okay.</p> <p>10:44 6 A. And the first page is Best Buy.</p> <p>10:44 7 This is what the Best Buy floor looked like.</p> <p>10:44 8 These were the products in the order they had</p> <p>10:44 9 them laid out, the model numbers, and the</p> <p>10:44 10 prices that they had tagged them at.</p> <p>10:44 11 Q. And if you look at the following</p> <p>10:44 12 pages, we see a slightly different format. Do</p> <p>10:44 13 you recognize what's going on in pages 2 and 3</p> <p>10:44 14 and 4? Is that similar information for Best</p> <p>10:44 15 Buy?</p> <p>10:44 16 A. No. Page 2 is Circuit City. If</p> <p>10:44 17 you look to the, kind of, the upper left</p> <p>10:44 18 portion.</p> <p>10:44 19 Q. Oh, I see.</p> <p>10:44 20 A. And there's a woman's name</p> <p>10:44 21 Priscilla. So she has a snapshot here of what</p> <p>10:44 22 is on the Circuit City floor. And I don't know</p> <p>10:45 23 if the next page is a continuation of Circuit</p> <p>10:45 24 City or not. The final store is CompUSA,</p> <p>10:45 25 page 4.</p>	<p>10:46 1 MR. DEW: Objection. Calls for</p> <p>10:46 2 speculation.</p> <p>10:46 3 THE WITNESS: I don't know.</p> <p>10:46 4 BY MR. LAU:</p> <p>10:46 5 Q. Can you think of any other -- any</p> <p>10:46 6 other instances where members would provide</p> <p>10:46 7 this type of detailed information to MARTA on a</p> <p>10:46 8 regular basis?</p> <p>10:46 9 A. No.</p> <p>10:46 10 Q. So when -- but you can think of</p> <p>10:46 11 other instances when members would provide</p> <p>10:46 12 information to MARTA about, for example, a</p> <p>10:46 13 price for, say, a Toshiba product at the Best</p> <p>10:46 14 Buy store, correct?</p> <p>10:46 15 MR. DEW: Objection. I'm confused</p> <p>10:46 16 by the question. Are you asking if the</p> <p>10:47 17 witness has said that if he can, as he</p> <p>10:47 18 sits, here recall that?</p> <p>10:47 19 MR. LAU: Let's see if the witness</p> <p>10:47 20 understands the question.</p> <p>10:47 21 BY MR. LAU:</p> <p>10:47 22 Q. Do you understand my question,</p> <p>10:47 23 Mr. Mann?</p> <p>10:47 24 A. You're wondering if anybody ever</p> <p>10:47 25 responded to these reports?</p>

74	76
<p>10:47 1 Q. Yes.</p> <p>10:47 2 A. Yes.</p> <p>10:47 3 Q. Okay. How often?</p> <p>10:47 4 A. Frequently.</p> <p>10:47 5 Q. And what type of information would</p> <p>10:47 6 they provide?</p> <p>10:47 7 A. Mostly to tell me I was wrong or</p> <p>10:47 8 that the report was wrong.</p> <p>10:47 9 Q. Okay.</p> <p>10:47 10 A. Generally, dealers don't care if</p> <p>10:47 11 they get such a report and in their local</p> <p>10:47 12 market they find that the price is higher,</p> <p>10:47 13 that's okay. But if they found the price was</p> <p>10:47 14 lower, they kind of want to wake me up to the</p> <p>10:47 15 fact that this is okay; nice to have this, but</p> <p>10:47 16 you're wrong because this particular model is</p> <p>10:47 17 selling for some less, whatever the price was.</p> <p>10:47 18 Or that may be what they tag it on</p> <p>10:47 19 the floor at, but they just ran it in their</p> <p>10:47 20 circular at and give me a different price. Or</p> <p>10:47 21 that's the price, but they're offering free</p> <p>10:48 22 delivery; or they're offering factory rebate or</p> <p>10:48 23 a store rebate or gift with purchase.</p> <p>10:48 24 So anything which would modify or</p> <p>10:48 25 make this information incorrect, I guess,</p>	<p>10:50 1 during your time at MARTA; is that correct?</p> <p>10:50 2 MR. DEW: Objection. Misstates the</p> <p>10:50 3 witness's prior testimony.</p> <p>10:50 4 THE WITNESS: If I could get the</p> <p>10:50 5 information. I was fortunate in that</p> <p>10:50 6 while I was working in Arizona -- at this</p> <p>10:50 7 time I think I was still living there. My</p> <p>10:50 8 wife never moved, and that isn't the</p> <p>10:50 9 fortunate part. The fortunate part is</p> <p>10:50 10 that we're in New Jersey, and we get the</p> <p>10:50 11 New York Times on Saturday or a hunk of</p> <p>10:50 12 it. So all of the stuff which is</p> <p>10:50 13 preprinted comes with the Saturday paper.</p> <p>10:50 14 So I got to see the Sunday ads for Best</p> <p>10:50 15 Buy on Saturday.</p> <p>10:50 16 BY MR. LAU:</p> <p>10:50 17 Q. And then you would provide this</p> <p>10:50 18 information to the MARTA membership; is that</p> <p>10:50 19 correct?</p> <p>10:50 20 A. From time to time, yes.</p> <p>10:51 21 Q. And why would -- from your</p> <p>10:51 22 understanding, why would the MARTA membership</p> <p>10:51 23 be interested in this type of information?</p> <p>10:51 24 A. Okay. I'll tell you. If they have</p> <p>10:51 25 a Sanyo cube refrigerator -- what time is this?</p>
75	77
<p>10:48 1 accurately to say would make it more correct or</p> <p>10:48 2 at least correct for their market. I would get</p> <p>10:48 3 feedback like that.</p> <p>10:48 4 Q. Okay. Thank you. I'm going to</p> <p>10:48 5 give you another document to look at. Again,</p> <p>10:48 6 this is a document that's been previously</p> <p>10:48 7 marked as an exhibit. This is Exhibit 2498.</p> <p>10:48 8 It is a July 19, 2002, e-mail from MARTA</p> <p>10:49 9 Cooperative.</p> <p>10:49 10 Please take a chance to review</p> <p>10:49 11 their e-mail, and let me know when you've had a</p> <p>10:49 12 chance to do so.</p> <p>10:49 13 A. (Witness complies.) Okay.</p> <p>10:49 14 Q. Mr. Mann, do you recognize this</p> <p>10:49 15 document?</p> <p>10:49 16 A. I recognize what it looks like.</p> <p>10:49 17 You know, the specific -- I sent out hundreds</p> <p>10:49 18 of documents so -- every year. But this is</p> <p>10:49 19 something advising all of the membership of an</p> <p>10:49 20 upcoming ad. That's Best Buy. It looks like a</p> <p>10:49 21 circular. As a matter of fact, it has to be a</p> <p>10:49 22 circular because that's the only time you could</p> <p>10:49 23 ever get this information early.</p> <p>10:50 24 Q. So this document appears to follow</p> <p>10:50 25 the style of document that you would generate</p>	<p>10:51 1 July, yeah, back to school -- and they've got</p> <p>10:51 2 it sitting on their floor at \$99, and they're</p> <p>10:51 3 going to tag it at \$99; and they're really</p> <p>10:51 4 not paying that much attention to it because,</p> <p>10:51 5 you know, when your kid goes back to school,</p> <p>10:51 6 you're going to buy him that refrigerator</p> <p>10:51 7 whether it's, 69, 79, or \$99.</p> <p>10:51 8 But if it's \$99 on your floor and</p> <p>10:51 9 somebody's coming in to look and they just saw</p> <p>10:51 10 this add and you are disadvantaged by \$30,</p> <p>10:51 11 that's kind of bad.</p> <p>10:51 12 Q. Was this an isolated example of</p> <p>10:51 13 providing MARTA membership with an early look</p> <p>10:51 14 at a competitor's add, or did it occur on a</p> <p>10:52 15 regular basis?</p> <p>10:52 16 A. As often as I had the time to do it</p> <p>10:52 17 and could get it, I would provide the</p> <p>10:52 18 information. Whether that's 20 or 30 weeks out</p> <p>10:52 19 of the year, I don't know; but it's as</p> <p>10:52 20 frequently as I could. If I had this</p> <p>10:52 21 information, I'd get it out to the membership.</p> <p>10:52 22 This is very good competitive information to</p> <p>10:52 23 have.</p> <p>10:52 24 MR. DEW: The witness started to</p> <p>10:52 25 answer before I could object. I'll just</p>

78	80
<p>10:52 1 object to the form of that question.</p> <p>10:52 2 THE WITNESS: I'm sorry.</p> <p>10:52 3 MR. DEW: That's okay.</p> <p>10:52 4 BY MR. LAU:</p> <p>10:52 5 Q. Does this e-mail appear to be</p> <p>10:52 6 complete?</p> <p>10:52 7 A. Yes.</p> <p>10:52 8 Q. Does this e-mail appear to be</p> <p>10:52 9 accurate?</p> <p>10:52 10 A. I sent it to everybody. I'm sure</p> <p>10:52 11 it was as accurate as I could make it.</p> <p>10:52 12 Q. Thank you. You can put that</p> <p>10:52 13 document aside.</p> <p>10:53 14 I'm going to hand you a new</p> <p>10:53 15 document. This is a document that begins Bates</p> <p>10:53 16 No. CRT-MARTA-0026875, and it is an October 22,</p> <p>10:53 17 2001, e-mail sent from the MARTA Cooperative to</p> <p>10:53 18 MARTA.</p> <p>10:53 19 MR. LAU: This should be marked as</p> <p>10:53 20 Exhibit 4730.</p> <p>21 MS. KERN: Excuse me? 4 --</p> <p>22 MR. LAU: 4730. What was the</p> <p>23 question?</p> <p>24 MS. KERN: What was the exhibit</p> <p>25 number?</p>	<p>10:55 1 BY MR. LAU:</p> <p>10:55 2 Q. So the answer is yes to my</p> <p>10:55 3 question?</p> <p>10:55 4 A. Yes.</p> <p>10:55 5 Q. Thank you. And two more quick</p> <p>10:55 6 questions, then we'll talk about substance.</p> <p>10:55 7 Does this document appear to be</p> <p>10:55 8 accurate?</p> <p>10:55 9 A. Yes.</p> <p>10:55 10 Q. And does this document appear to be</p> <p>10:55 11 complete?</p> <p>10:55 12 A. To the best of my knowledge.</p> <p>10:55 13 Q. Okay. Thank you.</p> <p>10:55 14 Do you see in the subject line</p> <p>10:56 15 where there's a reference line to Walmart shop</p> <p>10:56 16 report?</p> <p>10:56 17 A. Yes.</p> <p>10:56 18 Q. What is a Walmart shop report, if</p> <p>10:56 19 you know?</p> <p>10:56 20 A. All retailers have various ways to</p> <p>10:56 21 gather information; most common is shopping</p> <p>10:56 22 reports. And while some don't like to do it</p> <p>10:56 23 and while some take exception when they're</p> <p>10:56 24 shopped, the most common practice is you know</p> <p>10:56 25 who's shopping; and you let them come in and do</p>
79	81
<p>1 MR. LAU: 4730.</p> <p>2 MS. KERN: Thank you.</p> <p>3 (Whereupon, Exhibit No. 4730,</p> <p>4 E-mail, was marked for identification.)</p> <p>10:54 5 THE WITNESS: Okay.</p> <p>10:54 6 BY MR. LAU:</p> <p>10:54 7 Q. Mr. Mann, do you recognize this</p> <p>10:54 8 document?</p> <p>10:54 9 A. As I said before, it looks very --</p> <p>10:54 10 it's the type of thing I would have sent out.</p> <p>10:54 11 Q. And what is this document?</p> <p>10:54 12 A. It's a shopping report which shows</p> <p>10:55 13 the products that are on the Walmart floor in</p> <p>10:55 14 October of 2001 and their retail price.</p> <p>10:55 15 Q. Okay. And I know some of my</p> <p>10:55 16 questions are repetitive, but let me ask the</p> <p>10:55 17 question again.</p> <p>10:55 18 Would -- would MARTA generate these</p> <p>10:55 19 types of documents in the normal course of its</p> <p>10:55 20 business?</p> <p>10:55 21 MR. DEW: Objection. He's not here</p> <p>10:55 22 to testify on behalf of MARTA.</p> <p>10:55 23 THE WITNESS: If I had information</p> <p>10:55 24 like this, I would send it out.</p> <p>25</p>	<p>10:56 1 whatever they're going to do because it can't</p> <p>10:56 2 be that great a secret. It's what's on your</p> <p>10:56 3 floor. And the people that your competitor</p> <p>10:56 4 sends in to shop you, you let in. And your</p> <p>10:56 5 competitor lets your guy shop. And everybody's</p> <p>10:56 6 happy because everybody gets to take a look at</p> <p>10:56 7 the cards.</p> <p>10:57 8 Q. Where would -- where would MARTA</p> <p>10:57 9 receive the Walmart shop report from? What</p> <p>10:57 10 would be the source of that information?</p> <p>10:57 11 MR. DEW: Objection. Again, he's</p> <p>10:57 12 not here to testify on behalf of MARTA.</p> <p>10:57 13 THE WITNESS: This one could</p> <p>10:57 14 probably be me. When I was living in</p> <p>10:57 15 Arizona, I was all my by myself; and I had</p> <p>10:57 16 not much to do on weekends. So I could go</p> <p>10:57 17 in and just wander through and make little</p> <p>10:57 18 notes, and then I could summarize for</p> <p>10:57 19 everybody what's on the floor.</p> <p>10:57 20 The most important piece of</p> <p>10:57 21 information here is what models are they</p> <p>10:57 22 selling.</p> <p>10:57 23 Walmart works on short margin,</p> <p>10:57 24 usually 20 percent. Most dealers'</p> <p>10:57 25 overhead is 24, 27 percent. So if they</p>



82	84
<p>10:57 1 sold everything at 20, they would be kind  10:57 2 of in trouble.  10:57 3 The easiest thing to do is to find  10:57 4 out what Walmart has and then get  10:58 5 something that's under it or above it or  10:58 6 over on the side but somehow different.  10:58 7 Because if you're going to duke it out  10:58 8 with somebody the size of Walmart, the  10:58 9 chances are you're going to get crushed.  10:58 10 BY MR. LAU:  10:58 11 Q. So you recall instances where  10:58 12 you -- what would be the term you would use if  10:58 13 you would go to a Walmart to check on their  10:58 14 prices? What would be a fair term to use to  10:58 15 describe that practice?  10:58 16 A. I call it a shopping report.  10:58 17 Q. A shopping report. So you recall  10:58 18 doing shopping reports at Walmart, correct?  10:58 19 A. Yes.  10:58 20 Q. How many times did you do shopping  10:58 21 reports at Walmart?  10:58 22 A. Every time I went to Walmart, I'd  10:58 23 look around. This extensive of a report, not  10:58 24 so frequently. Maybe I just had more time on  10:58 25 my hands, and I'm not a hundred percent sure</p>	<p>11:00 1 This is a fast-changing industry. So what's  11:00 2 super secret today is common knowledge  11:00 3 tomorrow. And what's a great deal today is  11:00 4 just like fish. It's old and smelly and tired  11:00 5 and weak so...  11:00 6 But if there was something that was  11:00 7 more unusual, I would send that information out  11:00 8 to the membership.  11:00 9 Q. Can you think of any other MARTA  11:00 10 employee other than yourself who did shopping  11:00 11 reports?  11:00 12 A. I believe that Bill Bursley did  11:00 13 shopping reports as well. I don't know if  11:00 14 anybody else on our side did it. We didn't  11:01 15 need so much to do it ourselves. Plus we were  11:01 16 in a remote area comparatively, Scottsdale.  11:01 17 You get a lot more cutting-edge information in  11:01 18 LA, Chicago, and New York.  11:01 19 Q. Before we move on. Who is Bill  11:01 20 Bursley again?  11:01 21 A. Bill Bursley was our -- I can't  11:01 22 remember his title. He was like the general  11:01 23 manager. He was the No. 2 guy at MARTA.  11:01 24 Q. So the shopping reports that you  11:01 25 and Mr. Bursley did were limited to this</p>
83	85
<p>10:58 1 that I'm the one who did this. Maybe somebody  10:58 2 sent this in.  10:58 3 But to this day, when I go into a  10:59 4 Best Buy store or a Walmart store, I look  10:59 5 around. I'm not buying a TV. I've got plenty,  10:59 6 but I still want to see what the prices are,  10:59 7 what the features are, what's changing. It's  10:59 8 just part of the market analysis.  10:59 9 Q. During your time as executive  10:59 10 director at MARTA, do you recall doing shopping  10:59 11 reports at other retailers other than the  10:59 12 Walmart?  10:59 13 A. Yes.  10:59 14 Q. Which retailers do you recall doing  10:59 15 shopping reports at?  10:59 16 A. Circuit City, Best Buy, Lowe's,  10:59 17 Sears, Home Depot, CompUSA.  10:59 18 Q. You would do shopping reports.  10:59 19 Would you write down what you would see?  11:00 20 A. Yes. I didn't have anything more  11:00 21 sophisticated.  11:00 22 Q. And what would you do with that  11:00 23 information?  11:00 24 A. It depends. Sometimes -- the  11:00 25 majority of the information is of no value.</p>	<p>11:01 1 Scottsdale, Arizona, area, correct?  11:01 2 MR. DEW: Objection. Misstates  11:01 3 prior testimony.  11:01 4 THE WITNESS: No. His were because  11:01 5 that's where he lived.  11:01 6 BY MR. LAU:  11:01 7 Q. How about yours?  11:01 8 A. When I was in New Jersey, it was  11:01 9 New Jersey. But if I went to someplace on a  11:01 10 trip, it was very common to go take a look at  11:01 11 stores. You always look at stores.  11:02 12 Q. Would you be able to obtain  11:02 13 information about prices charged by these  11:02 14 retailers in other markets such as Chicago and  11:02 15 Los Angeles?  11:02 16 A. If I was there and I had the time  11:02 17 and I, you know, I've got a few hours down  11:02 18 time. Chicago I'd go to an app store. If I  11:02 19 was in Los Angeles, I could go to an RC Willey  11:02 20 store.  11:02 21 Q. What if you weren't traveling to  11:02 22 those cities, would the MARTA membership  11:02 23 provide information about the cities to the  11:02 24 extent they were located there?  11:02 25 A. Yes.</p>

<p style="text-align: right;"><b>86</b></p> <p>11:02 1 Q. And would that occur on a frequent  11:02 2 basis?  11:02 3 MR. DEW: Objection. Vague.  11:02 4 THE WITNESS: In the case of Pat  11:02 5 Goff, it happened routinely. We actually  11:02 6 paid for that information.  11:02 7 BY MR. LAU:  11:02 8 Q. Other than Pat Goff?  11:02 9 A. Yes. I believe I mentioned  11:02 10 earlier, if something took place in the market,  11:03 11 I'd often hear about it first from retailers.  11:03 12 Do you know what they're doing?  11:03 13 I would send out encouraging notes.  11:03 14 You should support this particular model. You  11:03 15 know, we own it right. We made a core model,  11:03 16 and you can make good money on it. That worked  11:03 17 great until a competitor decided to sell it  11:03 18 cheap. And nobody was shy about calling me up  11:03 19 and saying, well, you said we could make good  11:03 20 money on it. We can't make good money on it  11:03 21 here.  11:03 22 Q. Take a look at the document again,  11:03 23 please. And look at -- well, in the first  11:03 24 paragraph, do you see there's a reference to  11:03 25 Black Friday ads. Do you see that?</p>	<p style="text-align: right;"><b>88</b></p> <p>11:04 1 A. Yes.  11:04 2 Q. Take a look at the second sentence,  11:05 3 quote, "The combined intelligence-gathering  11:05 4 capability of 400 store managers represents an  11:05 5 enormous amount of data," end quote?  11:05 6 A. Right.  11:05 7 Q. Is that an accurate sentence?  11:05 8 A. Yes.  11:05 9 Q. And the "400 store managers," that  11:05 10 refers to the store managers of MARTA's  11:05 11 membership, correct?  11:05 12 A. Correct.  11:05 13 Q. And when the sentence refers to  11:05 14 "intelligence-gathering," what is that in  11:05 15 reference to?  11:05 16 A. Well, it's not just store managers.  11:05 17 It's owners, store managers, and salespeople as  11:05 18 well. If you come into the store and you're  11:05 19 looking for something and I steer you to a  11:05 20 side-by-side refrigerator and tell you I'm  11:05 21 going to give you a special deal and you say,  11:05 22 you know what, that's not a bad deal; but I  11:05 23 just saw it for a 100 bucks less. Where?  11:06 24 P.C. Richard. Ah. That's information I wish  11:06 25 to have if I can get it.</p>
<p style="text-align: right;"><b>87</b></p> <p>11:03 1 A. Yes.  11:03 2 Q. What does Black Friday mean in that  11:03 3 context?  11:03 4 A. Black Friday is the day after  11:03 5 Thanksgiving. It's considered a --one of the  11:04 6 largest retail days of the year in appliance  11:04 7 and electronics, especially electronics.  11:04 8 It's called Black Friday because  11:04 9 you can do so much business on that day, that  11:04 10 if you ran in the red all year long, maybe you  11:04 11 get back in the black because Black Friday did  11:04 12 a lot of revenue, made money.  11:04 13 Of late black Friday has become a  11:04 14 time that retailers, especially national  11:04 15 accounts, pick certain models to sell at or  11:04 16 below cost just to make a statement to the  11:04 17 public.  11:04 18 Q. Take a look at the second  11:04 19 paragraph. And let's look at some of the  11:04 20 sentences here. Do you see the first sentence,  11:04 21 "MARTA's membership covers substantial retail  11:04 22 geography." Do you see that sentence?  11:04 23 A. Yes.  11:04 24 Q. That's an accurate sentence,  11:04 25 correct?</p>	<p style="text-align: right;"><b>89</b></p> <p>11:06 1 So here what I'm doing is I'm  11:06 2 enjoining the membership to not just take that  11:06 3 information on a local basis, but to share it  11:06 4 with us so we know what's going on.  11:06 5 Q. Do you see the next sentence that  11:06 6 reads, quote, "Request all members forward  11:06 7 shopping reports, ads, and other particulars  11:06 8 regarding competitive activity to MARTA," end  11:06 9 quote. Do you see that sentence?  11:06 10 A. Yes.  11:06 11 Q. Is that an accurate sentence?  11:06 12 A. Yes.  11:06 13 Q. Was this request for competitive  11:06 14 activity, was it an ongoing request on the  11:06 15 behalf of MARTA?  11:06 16 A. Yes.  11:06 17 Q. Okay. When I say "ongoing," from  11:06 18 the early days of your time as executive  11:06 19 director until you left, ongoing in that sense?  11:07 20 A. Yes.  11:07 21 Q. Thank you. Look at the third --  11:07 22 the final sentence, quote, "Not only will the  11:07 23 negotiation capability of the committees be  11:07 24 enhanced, we will be able to circulate to the  11:07 25 group advanced information regarding</p>



<p style="text-align: right;"><b>90</b></p> <p>11:07 1 advertising activity," end quote. Do you see</p> <p>11:07 2 that sentence?</p> <p>11:07 3 A. Yes.</p> <p>11:07 4 Q. Is that sentence accurate?</p> <p>11:07 5 A. Yes.</p> <p>11:07 6 Q. When that sentence makes reference</p> <p>11:07 7 to "committees," what's that in reference to?</p> <p>11:07 8 A. I used the membership as a group to</p> <p>11:07 9 negotiate with vendors on. So if we met with</p> <p>11:07 10 Frigidaire I would take, four, five, six of the</p> <p>11:07 11 large Frigidaire dealers and we'd sit down</p> <p>11:07 12 because those were the guys that knew what we</p> <p>11:07 13 could sell. Those were the guys whose business</p> <p>11:07 14 represented a significant percentage of our</p> <p>11:07 15 total business.</p> <p>11:07 16 So if we had to give a volume</p> <p>11:07 17 commitment, if they were on board and</p> <p>11:07 18 represented half of it, I was pretty sure we</p> <p>11:08 19 could make the number. They were the guys that</p> <p>11:08 20 kept me straight.</p> <p>11:08 21 On the rare occasions where I would</p> <p>11:08 22 stick my nose into stuff, I would often become</p> <p>11:08 23 rudely awakened; like the time I picked a</p> <p>11:08 24 19-cubic foot refrigerator and made that a core</p> <p>11:08 25 model because I noticed it wasn't appearing in</p>	<p style="text-align: right;"><b>92</b></p> <p>11:09 1 people.</p> <p>11:09 2 A lot of the competitive activity</p> <p>11:09 3 -- you know, I talked to you about pricing.</p> <p>11:09 4 But competitive activity also involves things</p> <p>11:09 5 like what's being promoted and how it's being</p> <p>11:09 6 promoted, bundling. So if you see something</p> <p>11:10 7 where if you by this, you get this, that might</p> <p>11:10 8 be a really good idea; and we could pick up on</p> <p>11:10 9 somebody else's good idea and adopt it for our</p> <p>11:10 10 own purposes.</p> <p>11:10 11 Using contests, pots and pans. I</p> <p>11:10 12 used committees to come up with ideas like</p> <p>11:10 13 that. So I used committees all the time. I</p> <p>11:10 14 believed in the strength of the group and their</p> <p>11:10 15 basic good retail capability.</p> <p>11:10 16 Q. Have you ever heard of the phrase</p> <p>11:10 17 price points?</p> <p>11:10 18 A. Yes.</p> <p>11:10 19 Q. What does that term mean to you?</p> <p>11:10 20 A. Generally, it refers to what the</p> <p>11:10 21 retail price is of a particular product and why</p> <p>11:10 22 it's selected. Most retailers will use a price</p> <p>11:10 23 of 499. They won't use a price of 502 because</p> <p>11:10 24 499 sounds like it's less than 500, and 502 is</p> <p>11:11 25 more than 500. Some price points are very</p>
<p style="text-align: right;"><b>91</b></p> <p>11:08 1 any of the reports from NPD or other shopping</p> <p>11:08 2 sources that we had, and I figured it's one</p> <p>11:08 3 foot bigger and we own it at right price; and</p> <p>11:08 4 that worked until the first guy called and</p> <p>11:08 5 said, why would you pick that one. Oh, it's</p> <p>11:08 6 not in the shopping report. We can make money</p> <p>11:08 7 based on what it's selling for. We get a good</p> <p>11:08 8 deal. He said, it sticks out into the kitchen.</p> <p>11:08 9 You've got to walk around it. It's a really</p> <p>11:08 10 stupid model. I didn't know the product that</p> <p>11:08 11 well.</p> <p>11:08 12 The committees were the guys that</p> <p>11:08 13 were actually the brain trust for MARTA, the</p> <p>11:09 14 ones that knew the market, the competitors,</p> <p>11:09 15 what our capability was, what the prices were.</p> <p>11:09 16 They were an invaluable asset to us to get the</p> <p>11:09 17 programs we have.</p> <p>11:09 18 Q. How many different committees did</p> <p>11:09 19 MARTA have?</p> <p>11:09 20 A. A bunch, you know. The ones that</p> <p>11:09 21 we used most frequently were appliance and</p> <p>11:09 22 electronics. But I had a group that I had used</p> <p>11:09 23 for audio. I had a group that I used for</p> <p>11:09 24 computers. I had a group that I used for</p> <p>11:09 25 service. We had at different times advertising</p>	<p style="text-align: right;"><b>93</b></p> <p>11:11 1 important, 399, 499, 599, 799. 699 is not an</p> <p>11:11 2 important price point. To most consumers'</p> <p>11:11 3 minds 699 is like 799. It's the same price.</p> <p>11:11 4 So there are week price points,</p> <p>11:11 5 899, 699. 429 is a weak price point. Then</p> <p>11:11 6 there are very strong natural price points.</p> <p>11:11 7 Q. If you think in your mind of one of</p> <p>11:11 8 the a stronger price points, are those price</p> <p>11:11 9 points sticky in the sense of if there's a</p> <p>11:11 10 small increase in the cost, you might want to</p> <p>11:11 11 still preserve that price point given its</p> <p>11:11 12 importance?</p> <p>11:11 13 MR. DEW: Objection. Confusing.</p> <p>11:11 14 BY MR. LAU:</p> <p>11:11 15 Q. Do you understand my question,</p> <p>11:11 16 Mr. Mann?</p> <p>11:11 17 A. I do, and the answer's yes. It's a</p> <p>11:11 18 -- that -- that was -- that was a major</p> <p>11:11 19 concern.</p> <p>11:11 20 Part of the reason that we</p> <p>11:11 21 considered ourselves more than just a buying</p> <p>11:11 22 group, we were buying and merchandising is</p> <p>11:12 23 because of our capability to do the billing.</p> <p>11:12 24 We would sometimes absorb the price because if</p> <p>11:12 25 the dealer needs to make at least 30 points,</p>

<p style="text-align: right;"><b>94</b></p> <p>11:12 1 then you've got to sell it to him at 280 to go</p> <p>11:12 2 399.99. You don't want it to be 409. And if</p> <p>11:12 3 the manufacturer has a \$5 price increase,</p> <p>11:12 4 you're either going to shorten their margin or</p> <p>11:12 5 you're going to lose the price point.</p> <p>11:12 6 But we had a third option. And the</p> <p>11:12 7 third option was you know what, we'll raise the</p> <p>11:12 8 price a dollar on six other items, but we'll</p> <p>11:12 9 hold this critical price point because it's an</p> <p>11:12 10 important part of our business.</p> <p>11:12 11 Q. You're making reference to the</p> <p>11:12 12 so-called core models; is that correct?</p> <p>11:12 13 A. Yes.</p> <p>11:12 14 Q. Okay. When you talked about</p> <p>11:12 15 absorbing the cost, would that be something</p> <p>11:12 16 that MARTA would do or MARTA's members would</p> <p>11:12 17 do?</p> <p>11:12 18 A. I don't think there was anything</p> <p>11:12 19 that MARTA did that MARTA's members didn't do.</p> <p>11:12 20 MARTA was still a cooperative. We were a</p> <p>11:13 21 not-for-profit organization owned by the</p> <p>11:13 22 members. Any money that I spent, I spent on</p> <p>11:13 23 behalf of all the members.</p> <p>11:13 24 By the way, a good reason to have a</p> <p>11:13 25 committee because at least I could say, the</p>	<p style="text-align: right;"><b>96</b></p> <p>11:14 1 let's change our -- let's change our example a</p> <p>11:14 2 little bit.</p> <p>11:14 3 Vendor now says 355. In your</p> <p>11:14 4 experience as executive director of MARTA, what</p> <p>11:14 5 would happen to that 499 price point?</p> <p>11:15 6 MR. DEW: Objection. Confusing</p> <p>11:15 7 question.</p> <p>11:15 8 MS. KERN: Calls for speculation.</p> <p>11:15 9 This is Sylvie Kern.</p> <p>11:15 10 BY MR. LAU:</p> <p>11:15 11 Q. Again, I don't want you to</p> <p>11:15 12 speculate. Based on your experience -- you</p> <p>11:15 13 were executive director at MARTA for a number</p> <p>11:15 14 of years. You have an understanding of price</p> <p>11:15 15 points.</p> <p>11:15 16 In your experience when you saw a</p> <p>11:15 17 situation where in our example the \$350 price</p> <p>11:15 18 charged by the vendor was now 355, what would</p> <p>11:15 19 be the impact on that 499 retail price charged</p> <p>11:15 20 by the member --</p> <p>11:15 21 MS. KERN: Same objection.</p> <p>11:15 22 Q. -- in your experience?</p> <p>11:15 23 A. It depends. You know, that's a</p> <p>11:15 24 slippage; but it's still over 25 points. So up</p> <p>11:15 25 until 375, probably it would hold the price</p>
<p style="text-align: right;"><b>95</b></p> <p>11:13 1 committee thought it was a good idea. It</p> <p>11:13 2 wasn't just me.</p> <p>11:13 3 Q. I just want to understand, do you</p> <p>11:13 4 have an understanding for this idea about who's</p> <p>11:13 5 absorbing the cost?</p> <p>11:13 6 Let's say that there was a product</p> <p>11:13 7 out there that the members are selling for at</p> <p>11:13 8 \$4.99. You said that was one of the stronger</p> <p>11:13 9 price points?</p> <p>11:13 10 MR. DEW: Objection. Misstates</p> <p>11:13 11 prior testimony.</p> <p>11:13 12 THE WITNESS: \$499.</p> <p>11:13 13 BY MR. LAU:</p> <p>11:13 14 Q. Oh, 499?</p> <p>11:13 15 A. Yes.</p> <p>11:13 16 Q. I'm sorry. I misheard you. So</p> <p>11:13 17 \$499, and that would be what the member would</p> <p>11:14 18 charge as the retail price. Let's say in our</p> <p>11:14 19 example, the price that the vendor would charge</p> <p>11:14 20 in our initial example \$400, okay?</p> <p>11:14 21 A. Well, let's use an example of 350.</p> <p>11:14 22 That's much more likely.</p> <p>11:14 23 Q. That's much more likely. Okay.</p> <p>11:14 24 That's -- I'm going to use a realistic example.</p> <p>11:14 25 So vendor charges 350, at retail 499. Then</p>	<p style="text-align: right;"><b>97</b></p> <p>11:15 1 point 499. So if it goes 350 to 355, if it's a</p> <p>11:15 2 tonnage model, there would be moaning and</p> <p>11:16 3 groaning; but it wouldn't be a disaster. If it</p> <p>11:16 4 went 350 to 400, probably it would be dropped.</p> <p>11:16 5 It is not profitable then.</p> <p>11:16 6 Q. Okay.</p> <p>11:16 7 A. If it's 355 and we sell it at 499,</p> <p>11:16 8 we're still making 29 points, approximately, a</p> <p>11:16 9 little less, 28 and a half points. Generally,</p> <p>11:16 10 that was considered to be acceptable especially</p> <p>11:16 11 based on the fact that it's already in stock;</p> <p>11:16 12 it's a programmed; it's running; the floor</p> <p>11:16 13 salespeople were familiar with it.</p> <p>11:16 14 That kind of price increase -- and</p> <p>11:16 15 most manufacturers knew that. They could slip</p> <p>11:16 16 in something like that because you're talking</p> <p>11:16 17 about one-and-a-half-percent increase.</p> <p>11:16 18 Q. Okay. And the same might hold true</p> <p>11:16 19 if it went from 350 to 360, correct?</p> <p>11:16 20 A. Yeah. There's a point where --</p> <p>11:17 21 MS. KERN: Same objection. Calls</p> <p>11:17 22 for speculation.</p> <p>11:17 23 THE WITNESS: Here's what's not</p> <p>11:17 24 speculative. It's a group. Some people</p> <p>11:17 25 would drop it. Some people would go to</p>

98	100
<p>11:17 1 another model. Some people would raise</p> <p>11:17 2 their price, and some people would keep</p> <p>11:17 3 it.</p> <p>11:17 4 We didn't often have a hundred</p> <p>11:17 5 percent uniformity in reaction to that</p> <p>11:17 6 type of thing.</p> <p>11:17 7 BY MR. LAU:</p> <p>11:17 8 Q. But for a small -- for a small</p> <p>11:17 9 increase in price from the vendor in your</p> <p>11:17 10 experience -- and we're using 350 to 355 as an</p> <p>11:17 11 example -- what would be a typical response</p> <p>11:17 12 from the membership given a 499 price point?</p> <p>11:17 13 MR. DEW: Objection. Vague.</p> <p>11:17 14 THE WITNESS: You know, it's not</p> <p>11:17 15 insignificant. But I would say,</p> <p>11:17 16 generally, a retailer would accept that if</p> <p>11:18 17 it was something that represented 20 or 25</p> <p>11:18 18 percent of their total business. It's</p> <p>11:18 19 just too hard to change. There isn't</p> <p>11:18 20 something else that's so very similar.</p> <p>11:18 21 BY MR. LAU:</p> <p>11:18 22 Q. Let me make one final example, and</p> <p>11:18 23 then we'll move on. Let's keep our price point</p> <p>11:18 24 retail price 499. Let's keep our original</p> <p>11:18 25 price charged by the vendor 350. Let's just</p>	<p>11:19 1 sell you up, because as you work up in the</p> <p>11:19 2 line, it's more profitable. That's true</p> <p>11:19 3 for manufacturers as well as retailers.</p> <p>11:19 4 So if it's 499 and its sole value</p> <p>11:19 5 is to be thrown in the paper to bring</p> <p>11:19 6 people into the store, \$1 is incidental.</p> <p>11:19 7 But it's also true that if their stepping</p> <p>11:19 8 into a model that they're going to sell at</p> <p>11:19 9 \$630, which is a very odd price, but it's</p> <p>11:20 10 easy to do on the floor because it's only</p> <p>11:20 11 \$130, and look at all your getting. You</p> <p>11:20 12 can make that one because you're not</p> <p>11:20 13 bringing them in, because it's tucked</p> <p>11:20 14 under \$600. You're bringing them in on</p> <p>11:20 15 the 499 and selling them a better piece.</p> <p>11:20 16 I can charge a dollar on that</p> <p>11:20 17 piece, and I can keep the original price</p> <p>11:20 18 the same. It was not uncommon for MARTA</p> <p>11:20 19 to pay more to the manufacturer for</p> <p>11:20 20 product than we charge the members.</p> <p>11:20 21 BY MR. LAU:</p> <p>11:20 22 Q. On a given product or overall?</p> <p>11:20 23 A. Not overall. It doesn't work</p> <p>11:20 24 overall. It works on a given product. So</p> <p>11:20 25 something which is a foolish move -- I don't</p>
99	101
<p>11:18 1 increase -- let's say the vendor increases its</p> <p>11:18 2 price by \$1. Now, the vendor charges 351.</p> <p>11:18 3 In your experience as executive</p> <p>11:18 4 director of MARTA, how would the membership</p> <p>11:18 5 react to its 499 retail price for that \$1 price</p> <p>11:18 6 increase by the vendor?</p> <p>11:18 7 MS. KERN: Same objection. Calls</p> <p>11:18 8 for speculation.</p> <p>11:18 9 THE WITNESS: I don't think there</p> <p>11:18 10 would be much change. For a \$1 price</p> <p>11:18 11 increase, however, it's unlikely the</p> <p>11:19 12 members would ever see it. We -- we just</p> <p>11:19 13 take a couple of models higher up in the</p> <p>11:19 14 line which are relatively priced</p> <p>11:19 15 insensitive.</p> <p>11:19 16 Price points are important for</p> <p>11:19 17 advertised items. Price points are not</p> <p>11:19 18 important for the selling floor. If you</p> <p>11:19 19 come in because you saw an ad at 499,</p> <p>11:19 20 almost all the time on the selling floor,</p> <p>11:19 21 they'll try to sell you a \$599 or a \$699</p> <p>11:19 22 or something better, something with more</p> <p>11:19 23 features, something with more capacity,</p> <p>11:19 24 something with more capability, better</p> <p>11:19 25 features, better benefits. They'll try to</p>	<p>11:20 1 know many manufacturers that would just risk a</p> <p>11:20 2 whole bunch of irritation for a dollar. But if</p> <p>11:20 3 somebody were to do something like that, I</p> <p>11:20 4 would protect the manufacturer. I'd just eat</p> <p>11:20 5 the dollar, and I would stick it in -- put 50</p> <p>11:20 6 cents on this one and 50 cents on that one and</p> <p>11:20 7 make it go away.</p> <p>11:20 8 MR. LAU: You know, we've been</p> <p>11:20 9 going for a little while. Why don't we</p> <p>11:20 10 take a brief break? And then we'll</p> <p>11:21 11 regroup. Sound good?</p> <p>11:21 12 THE VIDEOGRAPHER: The time is now</p> <p>11:21 13 approximately 11:21 a.m. We're going off</p> <p>11:21 14 the record. This is the end of Disc</p> <p>11:21 15 No. 2.</p> <p>11:21 16 (Whereupon, a short break was</p> <p>11:31 17 taken.)</p> <p>11:31 18 THE VIDEOGRAPHER: The time now is</p> <p>11:31 19 approximately 11:31 a.m. we're back on</p> <p>11:31 20 the record. This is the beginning of Disc</p> <p>11:31 21 No. 3.</p> <p>11:31 22 BY MR. LAU:</p> <p>11:31 23 Q. Mr. Mann, do you have any</p> <p>11:31 24 understanding as to the corporate structure of</p> <p>11:31 25 MARTA while you were as executive director?</p>

102	104
<p>11:31 1 MR. DEW: Objection. Vague.</p> <p>11:31 2 THE WITNESS: Yes.</p> <p>11:31 3 BY MR. LAU:</p> <p>11:31 4 Q. Who owned MARTA while you were</p> <p>11:31 5 executive director?</p> <p>11:31 6 MR. DEW: Objection. Calls for a</p> <p>11:31 7 legal conclusion.</p> <p>11:31 8 THE WITNESS: It was owned by the</p> <p>11:31 9 membership. It was a cooperative.</p> <p>11:31 10 BY MR. LAU:</p> <p>11:31 11 Q. Okay. You mentioned earlier that</p> <p>11:31 12 the -- when you began your tenure as executive</p> <p>11:31 13 director, there were perhaps 120 members; is</p> <p>11:32 14 that correct?</p> <p>11:32 15 A. Yes.</p> <p>11:32 16 Q. And so that was in June of 1999,</p> <p>11:32 17 thereabouts, correct?</p> <p>11:32 18 A. Correct.</p> <p>11:32 19 Q. And that when you left MARTA in</p> <p>11:32 20 early 2006, that that number had dropped?</p> <p>11:32 21 A. Yes.</p> <p>11:32 22 Q. What was the membership number --</p> <p>11:32 23 membership figure as of the time you left</p> <p>11:32 24 MARTA?</p> <p>11:32 25 A. I'm not sure. It was around a</p>	<p>11:33 1 entered as an exhibit, as Exhibit 3247.</p> <p>11:33 2 (Whereupon, Exhibit No. 4731,</p> <p>11:33 3 Common Stock Reconciliation, was marked</p> <p>11:33 4 for identification.)</p> <p>11:34 5 BY MR. LAU:</p> <p>11:34 6 Q. Please read this document --</p> <p>11:34 7 COURT REPORTER: Just a second.</p> <p>11:34 8 MR. LAU: Oh.</p> <p>11:34 9 COURT REPORTER: Okay.</p> <p>11:34 10 BY MR. LAU:</p> <p>11:34 11 Q. Please read this document, and let</p> <p>11:34 12 me know once you've had a chance to do so.</p> <p>11:34 13 A. (Witness complies.)</p> <p>11:34 14 MR. DEW: I just note this copy has</p> <p>11:34 15 very small print that is hard to read.</p> <p>11:34 16 MR. LAU: It's as produced by</p> <p>11:34 17 MARTA, so that's the best we can -- that's</p> <p>11:34 18 the best we can do.</p> <p>11:35 19 THE WITNESS: Okay.</p> <p>11:35 20 BY MR. LAU:</p> <p>11:35 21 Q. Mr. Mann, do you recognize this</p> <p>11:35 22 document?</p> <p>11:35 23 A. I recognize the content.</p> <p>11:35 24 Q. And what about the content do you</p> <p>11:35 25 recognize?</p>
103	105
<p>11:32 1 hundred. It could have been less.</p> <p>11:32 2 Q. Around a hundred, okay.</p> <p>11:32 3 And during -- during that time</p> <p>11:32 4 period, were there new members that joined?</p> <p>11:32 5 A. Yes.</p> <p>11:32 6 Q. And I assume that because if the</p> <p>11:32 7 overall number's less, obviously there were</p> <p>11:32 8 members who left during that time?</p> <p>11:32 9 A. We had more leave than came in.</p> <p>11:32 10 Q. Okay. So it's your understanding</p> <p>11:32 11 that the -- that the members owned MARTA; is</p> <p>11:33 12 that fair to say?</p> <p>11:33 13 A. Yes.</p> <p>11:33 14 Q. Okay. I'm going to show you a new</p> <p>11:33 15 document.</p> <p>11:33 16 MR. LAU: Just so everyone is</p> <p>11:33 17 clear, this document was entered as</p> <p>11:33 18 Exhibit 3247; but unfortunately, the copy</p> <p>11:33 19 we got back from the court reporter is</p> <p>11:33 20 very difficult to read. So I'm going to</p> <p>11:33 21 reenter this as a new exhibit.</p> <p>11:33 22 And if I could get the court</p> <p>11:33 23 reporter to mark this as 4731. It's a</p> <p>11:33 24 document that begins Bates No.</p> <p>11:33 25 CRT-MARTA-0043895. This was previously</p>	<p>11:35 1 A. It's a listing of dealers who were</p> <p>11:35 2 part of MARTA.</p> <p>11:35 3 Q. Okay. When you say "dealers that</p> <p>11:35 4 were part of MARTA," is that in reference to</p> <p>11:36 5 the active members on the first page?</p> <p>11:36 6 A. Well, on all three pages, I</p> <p>11:36 7 recognize most of the names as dealers who</p> <p>11:36 8 belonged to the group at one time or another.</p> <p>11:36 9 Q. Okay. Does this appear to be an</p> <p>11:36 10 accurate representation of MARTA's members as</p> <p>11:36 11 of September 30, 2005?</p> <p>11:36 12 A. It appears to be.</p> <p>11:36 13 Q. Does the document appear to be</p> <p>11:36 14 accurate?</p> <p>11:36 15 A. It appears to be accurate.</p> <p>11:36 16 Q. And does the document appear to be</p> <p>11:36 17 complete?</p> <p>11:36 18 A. Yes.</p> <p>11:36 19 Q. Why would members leave MARTA from</p> <p>11:37 20 time to time?</p> <p>11:37 21 MR. DEW: Objection. Calls for</p> <p>11:37 22 speculation.</p> <p>11:37 23 BY MR. LAU:</p> <p>11:37 24 Q. Don't guess. Just in your</p> <p>11:37 25 experience as executive director of MARTA.</p>

106	108
<p>11:37 1 A. Well, three reasons. They go out  11:37 2 of business. Some of these people just  11:37 3 shutter, their operation. They leave to go to  11:37 4 another group. And on occasion they may find  11:37 5 that their business has changed, and they're  11:37 6 not really getting anything out of MARTA; and  11:37 7 they don't wish to pay their dues anymore.  11:37 8 Q. And what were the dues to be a  11:37 9 member of MARTA?  11:37 10 A. You know, I don't remember. I'm  11:37 11 going to say it was around \$6,000. I'm close.  11:37 12 Q. Are --  11:37 13 A. They change from time to time.  11:37 14 Q. Are those annual dues?  11:37 15 A. Yes.  11:38 16 Q. Okay. Now, MARTA, to your  11:38 17 understanding, was organized as a  11:38 18 not-for-profit, correct?  11:38 19 A. Correct.  11:38 20 Q. And to your understanding, it was  11:38 21 not the role of MARTA to generate a profit,  11:38 22 correct?  11:38 23 A. Correct.  11:38 24 Q. Can you ever think of an instance  11:38 25 where a distribution was made -- do you know</p>	<p>11:39 1 A. Travel expense.  11:39 2 Q. How did MARTA obtain revenue to pay  11:39 3 for these operating expenses?  11:39 4 A. We had the membership dues which  11:39 5 covered some of the expenses. And we took a  11:40 6 percentage out of our billing, which was  11:40 7 something like .23 percent. And we also had  11:40 8 income from the trade shows that we ran.  11:40 9 Q. But that second source, when you  11:40 10 took a percentage of the billing, is that in  11:40 11 reference to the so-called administrative fee?  11:40 12 Does that term sound familiar?  11:40 13 MR. DEW: Objection. I'm not sure  11:40 14 we know what administrative fee means yet.  11:40 15 BY MR. LAU:  11:40 16 Q. Mr. Mann, have you ever heard of  11:40 17 the term administrative fee before?  11:40 18 A. I think so.  11:40 19 Q. Okay.  11:40 20 A. That may be what that quarter  11:41 21 percent was called.  11:41 22 Q. Okay. Let me show you another  11:41 23 document. This is a document that's been  11:41 24 previously marked as Exhibit 3248. It's  11:41 25 entitled "MARTA overview." The Bates number is</p>
107	109
<p>11:38 1 what a distribution is?  11:38 2 A. Yes.  11:38 3 Q. Can you -- what's your  11:38 4 understanding of the word distribution?  11:38 5 A. If at the end of the fiscal year we  11:38 6 had additional revenue and whatever our  11:38 7 immediate needs were, they were exceeded by the  11:38 8 revenue, then we could take that revenue and we  11:39 9 would split it out and distribute to the  11:39 10 members.  11:39 11 Q. Can you think of an instance where  11:39 12 a distribution was, in fact, made?  11:39 13 A. I'm -- I'm real sure we did that.  11:39 14 I can't remember the years.  11:39 15 Q. Okay. Can you think of years when  11:39 16 no distribution was made?  11:39 17 A. I think there were years that we  11:39 18 didn't make a distribution.  11:39 19 Q. Okay. Now, I take it MARTA had  11:39 20 operating expenses, correct?  11:39 21 A. We did.  11:39 22 Q. What were some of those operating  11:39 23 expenses?  11:39 24 A. Salaries, rent.  11:39 25 Q. Okay.</p>	<p>11:41 1 CRT-MARTA-0043911.  11:41 2 MR. DEW: Again, this is a pretty  11:42 3 sizeable document. Take all the time you  11:42 4 need to review it.  11:42 5 THE WITNESS: I wrote it. (Witness  11:44 6 complies.) Okay.  11:44 7 BY MR. LAU:  11:44 8 Q. Mr. Mann, do you recognize this  11:44 9 document?  11:44 10 A. Yes.  11:44 11 Q. And what is this document?  11:44 12 A. This is something that I used to  11:44 13 send to prospective dealers.  11:44 14 Q. And I think you mentioned as you  11:44 15 were reviewing this document, that you actually  11:44 16 drafted this document. Did I hear you  11:44 17 correctly?  11:44 18 A. Yes.  11:44 19 Q. Okay. And I take it when you  11:44 20 drafted this document. You did so in the  11:44 21 normal course of your role as executive  11:44 22 director for MARTA, correct?  11:44 23 A. Yes.  11:44 24 Q. Okay. You've reviewed the  11:44 25 document, correct?</p>

<p style="text-align: right;"><b>110</b></p> <p>11:44 1 A. (Witness nodding.)</p> <p>11:44 2 Q. Does it appear to be accurate?</p> <p>11:44 3 A. Yes.</p> <p>11:44 4 Q. And does it appear to be complete?</p> <p>11:45 5 A. Yes.</p> <p>11:45 6 Q. Why did you make this document?</p> <p>11:45 7 A. This is designed to encourage</p> <p>11:45 8 people to leave whatever group they're with or</p> <p>11:45 9 if they're not with any group, to come to us.</p> <p>11:45 10 Q. Do you recall approximately when</p> <p>11:45 11 you drafted this document?</p> <p>11:45 12 A. End of 2004, beginning of 2005.</p> <p>11:45 13 Based on the growth rates that it shows, it's</p> <p>11:45 14 talking about growth in 2004; so this would</p> <p>11:45 15 have been to be 2005. However, documents like</p> <p>11:45 16 this go back to the beginning of my time with</p> <p>11:45 17 the group.</p> <p>11:45 18 Q. I know you quickly reviewed this</p> <p>11:45 19 document; but based on your recollection, do</p> <p>11:45 20 the principles discussed in this document, do</p> <p>11:45 21 they apply to your entire tenure as executive</p> <p>11:45 22 director of MARTA?</p> <p>11:45 23 A. They do.</p> <p>11:45 24 Q. Okay. Can you take a look at</p> <p>11:45 25 page 3, please?</p>	<p style="text-align: right;"><b>112</b></p> <p>11:47 1 and expenses, but that information was</p> <p>11:47 2 privileged only to the senior management. Our</p> <p>11:47 3 books were open to everybody in the group.</p> <p>11:47 4 Q. Take a look at page 16, please. Do</p> <p>11:47 5 you see that page?</p> <p>11:47 6 A. Yes.</p> <p>11:47 7 Q. This is a page entitled, "Buying</p> <p>11:47 8 Group Size." And it's a comparison of retail</p> <p>11:47 9 sales for MARTA, NATM, AVB, and Nationwide. Do</p> <p>11:47 10 you see that?</p> <p>11:47 11 A. Yes.</p> <p>11:47 12 Q. And we had a discussion earlier</p> <p>11:47 13 this morning about these buying groups. And If</p> <p>11:47 14 I understood your testimony earlier, you viewed</p> <p>11:48 15 these other buying groups as some of MARTA's</p> <p>11:48 16 competitors, correct?</p> <p>11:48 17 A. In the sense that they were trying</p> <p>11:48 18 to take our members to join their groups, yes.</p> <p>11:48 19 Q. Fair enough.</p> <p>11:48 20 Now, there's information here on</p> <p>11:48 21 page 16 concerning the retail sales for these</p> <p>11:48 22 other buying groups. Do you see that?</p> <p>11:48 23 A. Yes.</p> <p>11:48 24 Q. Where did you obtain this</p> <p>11:48 25 information?</p>
<p style="text-align: right;"><b>111</b></p> <p>11:45 1 A. (Witness complies.)</p> <p>11:46 2 Q. Do you see where it says, MARTA</p> <p>11:46 3 fundamentals, the last sentence? It reads as</p> <p>11:46 4 follows, quote, "Different from most such</p> <p>11:46 5 associations, the cooperative exists solely to</p> <p>11:46 6 promote profitability and capability of its</p> <p>11:46 7 owners, the retail stores themselves, end</p> <p>11:46 8 quote." Do you see that sentence?</p> <p>11:46 9 A. Yes.</p> <p>11:46 10 Q. Well, first, was that an accurate</p> <p>11:46 11 statement of MARTA?</p> <p>11:46 12 A. Yes.</p> <p>11:46 13 Q. Okay. And what were you trying to</p> <p>11:46 14 express with that sentence? What does that</p> <p>11:46 15 sentence mean?</p> <p>11:46 16 MR. DEW: Again, vague. Objection</p> <p>11:46 17 vague.</p> <p>11:46 18 BY MR. LAU:</p> <p>11:46 19 Q. Do you understand my question,</p> <p>11:46 20 Mr. Mann?</p> <p>11:46 21 A. Yes. Of the different groups that</p> <p>11:46 22 a retailer could belong to, there was only one,</p> <p>11:46 23 NATM, which was pretty much a closed shop, that</p> <p>11:46 24 shared it's financial information with the</p> <p>11:46 25 members. The other groups had revenue sources</p>	<p style="text-align: right;"><b>113</b></p> <p>11:48 1 A. Trade publication.</p> <p>11:48 2 Q. Okay. Can you give me an example,</p> <p>11:48 3 just any one trade publication?</p> <p>11:48 4 A. Twice magazine.</p> <p>11:48 5 Q. Say that again. I didn't</p> <p>11:48 6 understand.</p> <p>11:48 7 A. Twice, T-W-I-C-E, magazine is a</p> <p>11:48 8 publication for the industry.</p> <p>11:48 9 Q. And if you look on pages 17 and 18,</p> <p>11:48 10 there's also information about the number of</p> <p>11:48 11 members in each of these buying groups and the</p> <p>11:49 12 average member size. Do you see that?</p> <p>11:49 13 A. Yes.</p> <p>11:49 14 Q. And where was this information</p> <p>11:49 15 obtained?</p> <p>11:49 16 A. The same way. It was generally</p> <p>11:49 17 common knowledge.</p> <p>11:49 18 Q. Okay. Look to page 19, please,</p> <p>11:49 19 entitled, "MARTA's Strengths." And the</p> <p>11:49 20 subtitle reads, quote, "Brand and product</p> <p>11:49 21 decisions made by member merchants," end quote.</p> <p>11:49 22 Do you see that?</p> <p>11:49 23 A. Yes.</p> <p>11:49 24 Q. Now, by this, you were trying to</p> <p>11:49 25 express the concept that it was the members who</p>



114	116
<p>11:49 1 decided what products to buy through MARTA?</p> <p>11:49 2 MR. DEW: Objection --</p> <p>11:49 3 Q. -- correct?</p> <p>11:49 4 MR. DEW: -- to form. I'm sorry.</p> <p>11:49 5 I didn't mean to cut you off. Objection</p> <p>11:49 6 to form.</p> <p>11:49 7 THE WITNESS: In a sense. Decision</p> <p>11:49 8 oftentimes was one that somebody had to</p> <p>11:49 9 make, and I was the executive director.</p> <p>11:49 10 But it was guided by the members.</p> <p>11:50 11 BY MR. LAU:</p> <p>11:50 12 Q. Well, let's take a step back. I</p> <p>11:50 13 understand what you're saying.</p> <p>11:50 14 So as -- as executive director, you</p> <p>11:50 15 would negotiate with vendors, correct?</p> <p>11:50 16 A. Yes.</p> <p>11:50 17 Q. And part of those negotiations were</p> <p>11:50 18 concerning specific products that the vendors</p> <p>11:50 19 would sell, correct?</p> <p>11:50 20 A. Yes.</p> <p>11:50 21 Q. And part of those negotiations</p> <p>11:50 22 would concern the price at what those vendors</p> <p>11:50 23 would sell those specific products for a given</p> <p>11:50 24 period of time, correct?</p> <p>11:50 25 A. Yes.</p>	<p>11:51 1 Q. What about if the member chose to</p> <p>11:51 2 use central billing, would that change the</p> <p>11:51 3 equation?</p> <p>11:51 4 MR. DEW: Objection. Confusing.</p> <p>11:51 5 THE WITNESS: I don't know of many</p> <p>11:51 6 instances, maybe a handful, that people</p> <p>11:51 7 would not buy through central billing</p> <p>11:51 8 because our prices were better than they</p> <p>11:52 9 could get on their own.</p> <p>11:52 10 BY MR. LAU:</p> <p>11:52 11 Q. Okay. When you -- take a step</p> <p>11:52 12 back. When you negotiated with the vendors on</p> <p>11:52 13 prices, would it be for a discrete category of</p> <p>11:52 14 products or would it be for every conceivable</p> <p>11:52 15 product sold by the vendor?</p> <p>11:52 16 A. What? I'm sorry. Your beginning</p> <p>11:52 17 was when I negotiated --</p> <p>11:52 18 Q. With the vendors.</p> <p>11:52 19 A. Right.</p> <p>11:52 20 Q. Would you negotiate prices for a</p> <p>11:52 21 discrete set of products or would you negotiate</p> <p>11:52 22 prices for every single product sold by that</p> <p>11:52 23 vendor?</p> <p>11:52 24 A. Both. There were some elements of</p> <p>11:52 25 the program which applied to everything that</p>
115	117
<p>11:50 1 Q. Have you heard of the word</p> <p>11:50 2 "program" before used in relation to MARTA?</p> <p>11:50 3 A. Yes.</p> <p>11:50 4 Q. What's a program?</p> <p>11:50 5 A. It's a chain of discounts which</p> <p>11:50 6 lowers the price beyond the invoice price.</p> <p>11:50 7 Q. Okay. How long would these</p> <p>11:50 8 programs last?</p> <p>11:50 9 A. Some were short duration; others</p> <p>11:50 10 would last all year.</p> <p>11:50 11 Q. Okay. When a member decided to</p> <p>11:51 12 make a purchase through MARTA, would it be</p> <p>11:51 13 through these so-called programs?</p> <p>11:51 14 A. Through?</p> <p>11:51 15 Q. Yes.</p> <p>11:51 16 A. No, that's not the --</p> <p>11:51 17 Q. Okay. How would a member make a</p> <p>11:51 18 purchase through MARTA? What is your</p> <p>11:51 19 understanding of that?</p> <p>11:51 20 A. You place the order with the</p> <p>11:51 21 manufacturer.</p> <p>11:51 22 Q. Okay. Could a member purchase any</p> <p>11:51 23 product produced by a vendor or just those that</p> <p>11:51 24 you had negotiated a price for?</p> <p>11:51 25 A. Any product they wished.</p>	<p>11:52 1 the vendor sold. Oftentimes these would</p> <p>11:52 2 include programs like cash discount for prompt</p> <p>11:52 3 payment, volume rebate for attaining certain</p> <p>11:52 4 level either in units or in dollars. There</p> <p>11:52 5 were category discounts to promote the growth</p> <p>11:53 6 of certain products.</p> <p>11:53 7 So at the same time, we were much</p> <p>11:53 8 more concerned with the key models than just</p> <p>11:53 9 driving all prices to be the same because we</p> <p>11:53 10 didn't have any intention to buy everything</p> <p>11:53 11 they made. We just wanted to buy certain</p> <p>11:53 12 things.</p> <p>11:53 13 So there were certain models that</p> <p>11:53 14 we worked very hard to get the right price</p> <p>11:53 15 oftentimes to make the price point or to make</p> <p>11:53 16 it competitive with something else that was</p> <p>11:53 17 being offered.</p> <p>11:53 18 Q. Now, if a member -- if a dealer was</p> <p>11:53 19 a member of MARTA, did that obligate the member</p> <p>11:53 20 to make all of its purchases through MARTA?</p> <p>11:53 21 A. It did not. And none of them did.</p> <p>11:53 22 Q. Okay. So the decision whether to</p> <p>11:53 23 purchase a product through MARTA or elsewhere,</p> <p>11:53 24 that was the member's decision, correct?</p> <p>11:54 25 A. To some extent. It was also our</p>

118	120
<p>11:54 1 decision.</p> <p>11:54 2 Q. Why do you say that?</p> <p>11:54 3 A. Billing involves some overhead,</p> <p>11:54 4 some administrative costs, and some risk. If</p> <p>11:54 5 the vendor was going to charge the same price</p> <p>11:54 6 whether we did the billing or not, why would we</p> <p>11:54 7 do the billing? Then they can just buy it on</p> <p>11:54 8 their own.</p> <p>11:54 9 The reason that we got favorable</p> <p>11:54 10 pricing and programs was because the</p> <p>11:54 11 manufacturer had one place to send the bill to.</p> <p>11:54 12 They knew they'd get paid even if the dealer</p> <p>11:54 13 went out of business, and they knew that it was</p> <p>11:54 14 a tacit endorsement from the group for that</p> <p>11:54 15 brand. So we could usually extract some</p> <p>11:54 16 benefit.</p> <p>11:54 17 But many companies didn't bill, and</p> <p>11:54 18 some that once did stopped, especially in the</p> <p>11:54 19 early days because things were kind of a mess</p> <p>11:55 20 in the early days.</p> <p>11:55 21 Q. Take a look at page 20 of the</p> <p>11:55 22 document, please. "MARTA's strengths" and in</p> <p>11:55 23 the subtitle, "rapid dissemination of program</p> <p>11:55 24 data to members." Do you see that?</p> <p>11:55 25 A. Yes.</p>	<p>11:57 1 described as a nonexclusive purchasing agent?</p> <p>11:57 2 A. I don't recall that term.</p> <p>11:57 3 Q. Let me show you another document.</p> <p>11:57 4 I'm going to show you a document that's been</p> <p>11:57 5 previously marked as Exhibit 3243. The first</p> <p>11:57 6 few pages of the document are entitled, "MARTA</p> <p>11:57 7 Cooperative of America, Inc. Cooperative Plan";</p> <p>11:57 8 and the same document also includes the bylaws</p> <p>11:57 9 of MARTA Cooperative.</p> <p>11:57 10 Please take a look at this</p> <p>11:57 11 document. We're just going to focus, Mr. Mann,</p> <p>11:58 12 on the first page.</p> <p>11:58 13 A. Good.</p> <p>11:58 14 MR. DEW: Again, I would point out</p> <p>11:58 15 this is quite large; and to the extent you</p> <p>11:58 16 feel you need to look at the document in</p> <p>11:58 17 order to testify about it, please take the</p> <p>11:58 18 time to do so.</p> <p>11:58 19 THE WITNESS: Well, anyway, if I</p> <p>11:58 20 need to take a look at more, what on the</p> <p>11:58 21 first page are you curious about?</p> <p>11:58 22 BY MR. LAU:</p> <p>11:58 23 Q. Paragraph A entitled, "Company as</p> <p>11:58 24 Purchasing Agent," that's the paragraph I want</p> <p>11:58 25 to focus on; so if you could focus your</p>
119	121
<p>11:55 1 Q. Okay. Do you see the third bullet</p> <p>11:55 2 point stating, quote, "Shopping reports for</p> <p>11:55 3 Best Buy, Circuit City, Lowe's, Sears, and Home</p> <p>11:55 4 Depot go to the membership biweekly along with</p> <p>11:55 5 periodic competitive ad data or scans," end</p> <p>11:55 6 quote. Do you see that?</p> <p>11:55 7 A. Yes.</p> <p>11:55 8 Q. That's an accurate sentence,</p> <p>11:55 9 correct?</p> <p>11:55 10 A. At the time it was.</p> <p>11:55 11 Q. Okay. Did that change either</p> <p>11:55 12 before or after this report was generated?</p> <p>11:55 13 A. Well, before we had Pat Goff's</p> <p>11:55 14 shopper sending in those nice little reports,</p> <p>11:55 15 we didn't have something biweekly. For the</p> <p>11:56 16 period of time that I was able to get those</p> <p>11:56 17 reports, I sent them out; and then when she</p> <p>11:56 18 quit or retired or Pat lost interest or closed</p> <p>11:56 19 the store or whatever happened, then we didn't</p> <p>11:56 20 do it anymore. The periodic information was</p> <p>11:56 21 just that, periodic and came catch as catch</p> <p>11:56 22 can.</p> <p>11:56 23 Q. Have you ever seen MARTA's bylaws?</p> <p>11:56 24 A. Yes.</p> <p>11:57 25 Q. Have you ever seen or heard MARTA</p>	<p>11:58 1 attention on that paragraph, please.</p> <p>11:58 2 A. (Witness complies.) Okay.</p> <p>11:58 3 Q. Mr. Mann, does reading this</p> <p>11:58 4 paragraph refresh your recollection that MARTA</p> <p>11:59 5 was a nonexclusive purchasing agent?</p> <p>11:59 6 A. I infer from this it means that</p> <p>11:59 7 you're not forced to buy that manufacturer's</p> <p>11:59 8 product from us; but it goes on to say if you</p> <p>11:59 9 do buy it and if you place an order for it,</p> <p>11:59 10 you're bound to bring it in.</p> <p>11:59 11 Q. Do you have any -- so that goes to</p> <p>11:59 12 the nonexclusive part of that. Do you have any</p> <p>11:59 13 understanding as to what the purchasing agent</p> <p>11:59 14 part of that sentence refers to just based on</p> <p>11:59 15 your own understanding as executive director of</p> <p>11:59 16 MARTA?</p> <p>11:59 17 A. Well, in my view, it's not exactly</p> <p>11:59 18 accurate. I viewed what MARTA did to be much</p> <p>11:59 19 more akin to what a floor plan company does.</p> <p>11:59 20 Q. How so?</p> <p>11:59 21 A. We were a financial organization,</p> <p>12:00 22 and our main job was to use our cooperative</p> <p>12:00 23 administrative purchasing power to get better</p> <p>12:00 24 deals for the dealer; but we didn't receive the</p> <p>12:00 25 merchandise. We didn't have a store.</p>



122	124
<p>12:00 1 And except for a brief period, we</p> <p>12:00 2 didn't even have a warehouse. Our job was to</p> <p>12:00 3 help the members get better pricing, net</p> <p>12:00 4 pricing, programs, sometimes other advantages</p> <p>12:00 5 like availability, because we operated as an</p> <p>12:00 6 entity.</p> <p>12:00 7 At one time MARTA was the second</p> <p>12:00 8 largest Toshiba dealer in the country, best by</p> <p>12:00 9 being the largest; but that was only made</p> <p>12:00 10 possible because of the way we had to do the</p> <p>12:01 11 billing. Had the members purchased on their</p> <p>12:01 12 own, they would have been all splintered out;</p> <p>12:01 13 and I don't think the largest MARTA member</p> <p>12:01 14 would have been in the top 50 Toshiba.</p> <p>12:01 15 Q. You said that except for a brief</p> <p>12:01 16 period MARTA had no warehouses. During what</p> <p>12:01 17 period did MARTA have a warehouse?</p> <p>12:01 18 A. I don't know when it started; but</p> <p>12:01 19 when I was brought in, they had a warehouse in</p> <p>12:01 20 Chicago.</p> <p>12:01 21 Q. And what was the purpose of that</p> <p>12:01 22 Chicago warehouse?</p> <p>12:01 23 A. I speak now only from my</p> <p>12:01 24 understanding of what was explained to me. So,</p> <p>12:01 25 you know, I didn't make the decision. But it's</p>	<p>12:02 1 counsel on the phone who has some very</p> <p>12:02 2 brief questions for you.</p> <p>12:02 3 (Discussion held off the record.)</p> <p>12:03 4 MS. KERN: So this Sylvie Kern. I</p> <p>12:03 5 may have a couple of questions, but can we</p> <p>12:04 6 just take a quick break?</p> <p>12:04 7 MR. LAU: Sure, that's fine. Why</p> <p>12:04 8 don't we take a five-minute break. Then</p> <p>12:04 9 we can wrap this up.</p> <p>12:04 10 THE VIDEOGRAPHER: The time is</p> <p>12:04 11 12:04 p.m. We're going off the record.</p> <p>12:04 12 (Whereupon, a short break was</p> <p>10:10 13 taken.)</p> <p>12:11 14 THE VIDEOGRAPHER: The time now is</p> <p>12:11 15 12:11 p.m., and we're back on the record.</p> <p>12:11 16 MS. KERN: I have no further</p> <p>12:11 17 questions.</p> <p>12:11 18 MR. DEW: Who was that speaking</p> <p>12:11 19 please?</p> <p>12:11 20 MS. KERN: This is Sylvie Kern.</p> <p>12:11 21 MR. DEW: Thank you.</p> <p>12:11 22 MR. LAU: Any questions from anyone</p> <p>12:11 23 else?</p> <p>12:11 24 MS. STOCK: This is Sarah Stock</p> <p>12:11 25 representing the Hitachi defendants for</p>
123	125
<p>12:01 1 often thought that if you have a place to</p> <p>12:01 2 source stuff, you can make a great buy and</p> <p>12:01 3 bring it even if you don't have somebody</p> <p>12:01 4 willing to take it.</p> <p>12:01 5 If I can move 2000 of these</p> <p>12:01 6 tomorrow, well, it will take my a while to get</p> <p>12:01 7 orders. I don't have a while. Buy them now or</p> <p>12:02 8 I'll sell them someplace else. Oh, bring them</p> <p>12:02 9 in the warehouse. We'll sell them. The</p> <p>12:02 10 trouble is it's too volatile a business, and it</p> <p>12:02 11 would be a good buy at the time. Then you find</p> <p>12:02 12 out that the reason it was a good buy was there</p> <p>12:02 13 was something better in the wings, and now</p> <p>12:02 14 you're stuck with the product.</p> <p>12:02 15 And when I came to the company,</p> <p>12:02 16 there was inventory that had been lingering in</p> <p>12:02 17 that warehouse for a while. So we liquidated</p> <p>12:02 18 it and shut down and eliminated the overhead.</p> <p>12:02 19 Q. When was the warehouse shut down?</p> <p>12:02 20 A. I'm going to guess within a year of</p> <p>12:02 21 my arrival, so maybe the middle of 2000.</p> <p>12:02 22 MR. LAU: Mr. Mann, thank you for</p> <p>12:02 23 your time today. I have no further</p> <p>12:02 24 questions.</p> <p>12:02 25 I believe we have one defense</p>	<p>12:11 1 Kirkland &amp; Ellis; and, Mr. Mann, I have</p> <p>12:11 2 only a few questions for you about a</p> <p>12:11 3 document that we will mark as exhibit --</p> <p>12:11 4 what is the next exhibit in line?</p> <p>12:11 5 MR. LAU: 4732.</p> <p>12:11 6 (Whereupon, Exhibit No. 4732,</p> <p>12:11 7 E-mail, was marked for identification.)</p> <p>12:12 8 MS. STOCK: For the record, Exhibit</p> <p>12:12 9 4732 bears the Bates No.</p> <p>12:12 10 CRT-MARTA-0041853.</p> <p>12:12 11</p> <p>12:12 12 EXAMINATION BY</p> <p>12:12 13 MS. STOCK:</p> <p>12:12 14 Q. Mr. Mann, please take your time to</p> <p>12:12 15 review this document; but I'm only going to ask</p> <p>12:12 16 you about the page ending in Bates No. 41901.</p> <p>12:13 17 And please let me know when you're on that</p> <p>12:13 18 page.</p> <p>12:13 19 A. The page that you're referencing,</p> <p>12:13 20 is that the bulletin number? Oh, I see. Never</p> <p>12:13 21 mind. 41971. Okay. I'm working my way back</p> <p>12:13 22 to it.</p> <p>12:13 23 Q. Sorry. It's 41901 is the last</p> <p>12:13 24 three numbers.</p> <p>12:13 25 MR. LAU: Sarah, is this the</p>

<p style="text-align: right;"><b>126</b></p> <p>12:13 1 document that reads in the subject line,  12:13 2 "MARTA Bulletin E247JVC twin offer," at  12:13 3 the top? I think he's having a hard time  12:14 4 finding the number.  12:14 5 MS. STOCK: Yes.  12:14 6 THE WITNESS: No. I've got it.  12:14 7 MR. LAU: Oh, okay.  12:14 8 THE WITNESS: I'm just reading  12:14 9 through it. Okay.  12:14 10 BY MS. STOCK:  12:14 11 Q. Do you recognize this as an e-mail  12:14 12 you sent to marta@martacoop.com on October 9,  12:15 13 2000?  12:15 14 A. It appears to be the type of thing  12:15 15 I would have sent out.  12:15 16 Q. That e-mail has a subject line,  12:15 17 MARTA Bulletin E247JYT [sic] twin offer,  12:15 18 correct?  12:15 19 A. JVC twin offer.  12:15 20 Q. Yes. Correct? Was this e-mail  12:15 21 sent in the ordinary course of business?  12:15 22 A. Yes.  12:15 23 Q. And then I want to direct your  12:15 24 attention to the last full paragraph in the  12:15 25 e-mail. It's the second to the last e-mail,</p>	<p style="text-align: right;"><b>128</b></p> <p>12:16 1 A. Yes.  12:16 2 MS. STOCK: Okay. Thank you,  12:16 3 Mr. Mann. I have no further questions.  12:16 4 THE WITNESS: You're welcome.  12:17 5 MR. DEW: I have no questions.  12:17 6 THE VIDEOGRAPHER: Okay. Thank you  12:17 7 this concludes the July 25, 2014,  12:17 8 videotaped deposition of Warren Mann. The  12:17 9 time is approximately 12:17 p.m. And we  12:17 10 are going off the record and finished for  12:17 11 the day. There are three DVDs of this  12:17 12 deposition.  13 (The witness is excused.)  14 (Videotaped deposition of WARREN  15 MANN concluded at 12:17 p.m.)  16  17  18  19  20  21  22  23  24  25</p>
<p style="text-align: right;"><b>127</b></p> <p>12:15 1 the last full paragraph. Are you there?  12:15 2 A. Yes.  12:15 3 MR. DEW: Objection. I'm not sure  12:15 4 we can tell exactly which paragraph you  12:15 5 mean.  12:15 6 BY MS. STOCK:  12:15 7 Q. It begins with the word, "The  12:15 8 second model is the AV-27115.  12:16 9 A. Yes.  12:16 10 Q. And would you please read aloud the  12:16 11 second sentence in that paragraph which begins  12:16 12 with, "It can be."  12:16 13 A. "The ultimate escape piece at 299  12:16 14 with a premium brand name," parentheses, "(ala  12:16 15 Hitachi or Sony)," end of parentheses, period.  12:16 16 Q. In this sentence you describe both  12:16 17 Hitachi and Sony as premium brand names,  12:16 18 correct?  12:16 19 A. Correct.  12:16 20 Q. Did your description of Hitachi and  12:16 21 Sony as premium name accurately reflect your  12:16 22 view at the time of this e-mail --  12:16 23 A. Yes.  12:16 24 Q. -- that Hitachi and Sony were  12:16 25 premium brand names for television?</p>	<p style="text-align: right;"><b>129</b></p> <p>1 CERTIFICATE  2  3  4 I, SUZANNE J. STOTZ, a Certified  5 Court Reporter, and Notary Public in and for  6 the State of New York, do hereby certify that  7 the foregoing is a true and accurate transcript  8 of the stenographic above-captioned matter.  9  10  11  12 SUZANNE J. STOTZ, C.C.R.  13 My Commission Expires October 17, 2017  14  15  16 DATED: JULY 28, 2014  17  18  19 NOTE: THE CERTIFICATE APPENDED TO THIS  20 TRANSCRIPT DOES NOT APPLY TO ANY REPRODUCTION  21 OF THE SAME BY ANY MEANS, UNLESS UNDER THE  22 DIRECT CONTROL AND/OR DIRECTION OF THE  23 CERTIFYING COURT REPORTER.  24  25</p>

130

## 1 ERRATA SHEET

2 I have read my testimony in the foregoing  
 3 transcript and believe it to be true and  
 4 correct to the best of my knowledge and belief  
 5 with the following changes:

6 PAGE LINE CHANGE

7 \_\_\_\_\_

8 \_\_\_\_\_

9 \_\_\_\_\_

10 \_\_\_\_\_

11 \_\_\_\_\_

12 \_\_\_\_\_

13 \_\_\_\_\_

14 \_\_\_\_\_

15 \_\_\_\_\_

16 \_\_\_\_\_

17 \_\_\_\_\_

18 \_\_\_\_\_

19 WITNESS SIGNATURE DATE

20

21 Sworn and subscribed to before me this

22 \_\_\_\_\_ day of \_\_\_\_\_, 2014.

23

24 Notary Public of the

25 State of \_\_\_\_\_.

<p><b>A</b></p> <p><b>able</b> 17:12 72:22 85:12 89:24 119:16</p> <p><b>abovcaptioned</b> 129:8</p> <p><b>absolutely</b> 35:10 41:8</p> <p><b>absorb</b> 93:24</p> <p><b>absorbing</b> 94:15 95:5</p> <p><b>accept</b> 98:16</p> <p><b>acceptable</b> 56:7 97:10</p> <p><b>accepted</b> 32:12 48:6 56:2</p> <p><b>access</b> 36:13</p> <p><b>accounting</b> 63:12</p> <p><b>accounts</b> 19:18 48:13 56:14 87:15</p> <p><b>accurate</b> 59:7 60:17 60:20 61:14 78:9 78:11 80:8 87:24 88:7 89:11 90:4 105:10,14,15 110:2 111:10 119:8 121:18 129:7</p> <p><b>accurately</b> 15:18 75:1 127:21</p> <p><b>acronym</b> 11:23</p> <p><b>act</b> 30:8</p> <p><b>acted</b> 17:14</p> <p><b>action</b> 1:7 2:5 7:6</p> <p><b>active</b> 21:4 105:5</p> <p><b>activity</b> 72:11 89:8 89:14 90:1 92:2,4</p> <p><b>actual</b> 29:6 54:12</p> <p><b>ad</b> 43:20 48:22 75:20 99:19 119:5</p> <p><b>add</b> 20:23 77:10,14</p> <p><b>addition</b> 13:14</p> <p><b>additional</b> 18:24 107:6</p> <p><b>administrative</b> 108:11,14,17 118:4 121:23</p>	<p><b>adopt</b> 92:9</p> <p><b>ads</b> 76:14 86:25 89:7</p> <p><b>advanced</b> 89:25</p> <p><b>advantage</b> 21:25 28:4 33:14</p> <p><b>advantages</b> 18:24 122:4</p> <p><b>advertise</b> 49:2</p> <p><b>advertised</b> 66:19 99:17</p> <p><b>advertising</b> 47:16 49:1,9 90:1 91:25</p> <p><b>advising</b> 75:19</p> <p><b>affiliated</b> 6:20</p> <p><b>affiliation</b> 16:3</p> <p><b>affiliations</b> 16:7</p> <p><b>afternoon</b> 10:18 43:2</p> <p><b>agent</b> 120:1,24 121:5,13</p> <p><b>ago</b> 67:24</p> <p><b>agree</b> 15:7 55:25</p> <p><b>agreement</b> 15:16,20</p> <p><b>ah</b> 88:24</p> <p><b>ahead</b> 61:3 67:10</p> <p><b>airfare</b> 39:2</p> <p><b>akin</b> 121:19</p> <p><b>al</b> 49:14 61:25 62:10</p> <p><b>ala</b> 127:14</p> <p><b>alau</b> 2:19</p> <p><b>albany</b> 2:8</p> <p><b>albie</b> 2:21 6:24 8:9</p> <p><b>albuquerque</b> 32:19</p> <p><b>align</b> 17:8</p> <p><b>alliance</b> 14:2,11 18:4</p> <p><b>aloud</b> 127:10</p> <p><b>america</b> 7:17 120:7</p> <p><b>american</b> 12:25 36:4</p> <p><b>americas</b> 1:18 6:6</p> <p><b>amount</b> 57:24 88:5</p> <p><b>analysis</b> 39:10 40:18 41:10,15 51:5,9 83:8</p> <p><b>ancient</b> 8:21</p>	<p><b>angeles</b> 85:15,19</p> <p><b>annual</b> 65:18 106:14</p> <p><b>answer</b> 9:24 10:6 36:3 59:2 61:3 67:14 77:25 80:2</p> <p><b>answered</b> 54:22</p> <p><b>answering</b> 58:5</p> <p><b>answers</b> 10:8 93:17</p> <p><b>antitrust</b> 1:5 6:8</p> <p><b>anybody</b> 43:20 46:14 55:17 56:20 73:24 84:14</p> <p><b>anymore</b> 106:7 119:20</p> <p><b>anyway</b> 19:23 52:3 70:2 120:19</p> <p><b>apologize</b> 52:22</p> <p><b>app</b> 85:18</p> <p><b>appear</b> 18:17 59:6,9 60:1 61:13,14,16 61:21 78:5,8 80:7 80:10 105:9,13,16 110:2,4</p> <p><b>appearing</b> 90:25</p> <p><b>appears</b> 56:23 61:25 75:24 105:12,15 126:14</p> <p><b>appended</b> 129:19</p> <p><b>appliance</b> 30:6 31:12 58:15 87:6 91:21</p> <p><b>appliances</b> 38:18 42:19,20 58:11</p> <p><b>applicable</b> 37:4</p> <p><b>applied</b> 116:25</p> <p><b>apply</b> 110:21 129:20</p> <p><b>appreciate</b> 62:20</p> <p><b>approximately</b> 6:3 44:16 49:22 50:4 69:14 71:3 72:10 97:8 101:13,19 110:10 128:9</p> <p><b>area</b> 84:16 85:1</p> <p><b>arent</b> 19:5</p> <p><b>arguments</b> 9:23</p> <p><b>arizona</b> 32:19 76:6 81:15 85:1</p>	<p><b>arrival</b> 123:21</p> <p><b>ascertain</b> 54:8,12</p> <p><b>asia</b> 7:18</p> <p><b>aside</b> 59:13 78:13</p> <p><b>asked</b> 54:21 66:4,6 72:9</p> <p><b>asking</b> 41:17 55:25 56:1 63:24 68:4 73:16</p> <p><b>asset</b> 91:16</p> <p><b>assistant</b> 37:2</p> <p><b>associated</b> 39:23</p> <p><b>association</b> 12:1 35:19 36:5,7 37:10</p> <p><b>associations</b> 37:6 111:5</p> <p><b>assume</b> 103:6</p> <p><b>attach</b> 60:6</p> <p><b>attached</b> 5:19</p> <p><b>attaining</b> 117:3</p> <p><b>attend</b> 38:14,15</p> <p><b>attended</b> 36:24 37:11</p> <p><b>attention</b> 77:4 121:1 126:24</p> <p><b>attorney</b> 9:21 10:4,5 15:24 50:12</p> <p><b>attorneys</b> 2:4,14 3:5 3:15 4:5 6:18 9:22 10:6 15:21</p> <p><b>audio</b> 91:23</p> <p><b>av27115</b> 127:8</p> <p><b>availability</b> 122:5</p> <p><b>avb</b> 14:7,8 18:4,4 20:15 21:21 26:19 29:1 32:3 112:9</p> <p><b>ave</b> 3:17</p> <p><b>avenue</b> 1:18 6:5</p> <p><b>average</b> 21:18 113:12</p> <p><b>awakened</b> 90:23</p> <p><b>aware</b> 40:21</p> <p><b>B</b></p> <p><b>b</b> 2:21 5:10</p> <p><b>back</b> 14:8,17 18:14 20:7 29:12 40:8</p>
---	---	---	--

50:4 54:18 62:3 69:11,19 77:1,5 87:11 101:19 103:19 110:16 114:12 116:12 124:15 125:21 <b>backup</b> 58:20 <b>bad</b> 77:11 88:22 <b>baker</b> 3:14 7:13 <b>bakerbotts</b> 3:20 <b>barkley</b> 6:14,16 <b>barring</b> 10:7 <b>based</b> 15:20 45:25 47:8 60:19 67:6 91:7 96:12 97:11 110:13,19 121:14 <b>basic</b> 14:19 51:19 92:15 <b>basis</b> 42:15 57:14 73:8 77:15 86:2 89:3 <b>bates</b> 78:15 103:24 108:25 125:9,16 <b>bath</b> 38:19 <b>bears</b> 125:9 <b>beat</b> 27:1 <b>began</b> 102:12 <b>beginning</b> 50:5 101:20 110:12,16 116:16 <b>begins</b> 54:7 78:15 103:24 127:7,11 <b>behalf</b> 7:13 12:11 51:18 62:18 65:2 79:22 81:12 89:15 94:23 <b>belief</b> 130:4 <b>believe</b> 8:21 72:17 84:12 86:9 123:25 130:3 <b>believed</b> 92:14 <b>belong</b> 36:10,18 111:22 <b>belonged</b> 35:20 36:17 37:7 105:8 <b>benefit</b> 118:16 <b>benefits</b> 99:25	<b>benton</b> 66:1 <b>best</b> 14:6 19:3,15 30:21 31:15 39:16 42:19 47:25 48:24 52:23 54:13,20 55:9,22,23 56:2 71:6,7,14 73:13 75:20 76:14 80:12 83:4,16 104:17,18 119:3 122:8 130:4 <b>better</b> 14:25 17:20 17:22 18:23 19:19 24:8 25:13,14 29:4 30:13 41:7 53:5 58:21 99:22,24,25 100:15 116:8 121:23 122:3 123:13 <b>beyond</b> 115:6 <b>big</b> 18:16,19,20 24:19 26:8 39:4 40:24 <b>bigger</b> 17:10 21:24 91:3 <b>bill</b> 52:18 84:12,19 84:21 118:11,17 <b>billing</b> 13:15 37:1 93:23 108:6,10 116:2,7 118:3,6,7 122:11 <b>binder</b> 58:18 <b>bit</b> 49:15 96:2 <b>bitterly</b> 46:7 <b>biweekly</b> 119:4,15 <b>black</b> 64:12 86:25 87:2,4,8,11,11,13 <b>board</b> 14:1,23 15:3 15:5 17:3,11 44:11 90:17 <b>bob</b> 28:25 <b>boies</b> 2:3 7:4 <b>bolt</b> 18:21 <b>books</b> 112:3 <b>bottom</b> 53:11 <b>botts</b> 3:14 7:13 <b>bought</b> 38:2 46:9 <b>bound</b> 121:10	<b>bowl</b> 33:24 <b>box</b> 4:7 <b>brain</b> 91:13 <b>brand</b> 14:7 113:20 118:15 127:14,17 127:25 <b>brands</b> 66:21 68:8 <b>break</b> 49:16,20 50:1 51:7 69:16 101:10 101:16 124:6,8,12 <b>breaking</b> 43:21 <b>brief</b> 50:11 101:10 122:1,15 124:2 <b>bring</b> 22:17 32:20 33:2 66:13 100:5 121:10 123:3,8 <b>bringing</b> 13:16 100:13,14 <b>broad</b> 67:6 <b>brought</b> 11:8 22:22 122:19 <b>bsflp</b> 2:10 <b>bucks</b> 26:4 88:23 <b>buffalo</b> 55:22 <b>build</b> 16:9 <b>builders</b> 38:16 <b>bullet</b> 119:1 <b>bulletin</b> 53:14,16 54:24 58:7 125:20 126:2,17 <b>bulletins</b> 54:4 58:10 <b>bump</b> 28:8 34:17 38:6,8 <b>bunch</b> 38:2 91:20 101:2 <b>bundling</b> 92:6 <b>bursley</b> 52:18 84:12 84:20,21,25 <b>bus</b> 27:4,6 <b>business</b> 16:10 29:9 30:7 34:2,8 48:6 50:9,13,14 56:2 57:5 60:23 79:20 87:9 90:13,15 94:10 98:18 106:2 106:5 118:13 123:10 126:21	<b>businesses</b> 30:1 <b>buy</b> 19:15 30:21 31:15 42:10,19 47:25 51:23 54:13 54:20 55:9,22,23 56:2 66:7 68:23 71:6,7,15 73:14 75:20 76:15 77:6 83:4,16 114:1 116:7 117:10,11 118:7 119:3 121:7 121:9 123:2,7,11 123:12 <b>buying</b> 11:17 14:3,5 14:12,24 16:5,6,14 17:10 18:5,10,12 19:4,6 20:2,5,16 20:19 22:7,12,13 25:15 26:18 27:17 28:16 29:7,15 31:20 35:4 38:7 51:20 83:5 93:21 93:22 112:7,13,15 112:22 113:11 <b>buys</b> 39:17 <b>bylaws</b> 119:23 120:8 <hr/> <b>C</b> <b>c</b> 2:1 3:1 4:1 88:24 129:1,1,12,12 <b>california</b> 1:2 3:6,8 4:8 6:10 <b>call</b> 10:3 46:5 82:16 <b>called</b> 14:2 21:14 38:18 45:22 70:13 87:8 91:4 108:21 <b>calling</b> 86:18 <b>calls</b> 11:2 47:3 48:7 73:1 96:8 97:21 99:7 102:6 105:21 <b>cant</b> 33:9 37:3 44:12 48:22 55:11,17 57:7 81:1 84:21 86:20 107:14 <b>capability</b> 88:4 89:23 91:15 92:15 93:23 99:24 111:6
--	---	--	---

<b>capacity</b> 57:11 61:4 65:4,6 99:23 <b>cards</b> 81:7 <b>care</b> 54:11 74:10 <b>careful</b> 43:18 <b>carolyn</b> 8:2 <b>carried</b> 68:8 <b>case</b> 1:17 2:13 6:5 6:11,25 7:3 8:18 10:5 18:2 55:16 61:11 64:10 86:4 <b>cases</b> 28:2 <b>cash</b> 23:20,22 69:1 117:2 <b>casually</b> 60:14 <b>catch</b> 54:3 119:21 119:21 <b>categories</b> 19:17 57:17 <b>category</b> 116:13 117:5 <b>cathode</b> 1:5 6:8 <b>cause</b> 30:22 <b>central</b> 116:2,7 <b>cents</b> 101:6,6 <b>certain</b> 17:4 24:4,4 25:20 57:1 87:15 117:3,6,11,13 <b>certificate</b> 129:19 <b>certified</b> 1:19 129:4 <b>certify</b> 129:6 <b>certifying</b> 129:23 <b>ces</b> 37:14 38:5,13 <b>chain</b> 23:18 52:17 59:17 115:5 <b>chairman</b> 17:11 <b>chance</b> 25:13 39:1 51:12 52:20 59:20 70:1,12 75:10,12 104:12 <b>chances</b> 82:9 <b>change</b> 13:8 43:7 96:1,1 98:19 99:10 106:13 116:2 119:11 130:6 <b>changed</b> 106:5 <b>changes</b> 57:15 130:5	<b>changing</b> 66:21 83:7 <b>channel</b> 26:1 <b>characterization</b> 27:21 <b>charge</b> 12:25 13:18 26:4 95:18,19 100:16,20 118:5 <b>charged</b> 85:13 96:18 96:19 98:25 <b>charges</b> 95:25 99:2 <b>cheap</b> 42:15 86:18 <b>check</b> 42:2 62:7 82:13 <b>checked</b> 48:11 <b>chicago</b> 18:21 29:2 38:20 84:18 85:14 85:18 122:20,22 <b>chose</b> 116:1 <b>circuit</b> 19:16 39:17 42:21 55:9 71:16 71:22,23 83:16 119:3 <b>circular</b> 74:20 75:21 75:22 <b>circulate</b> 89:24 <b>circumstance</b> 64:3 <b>circumstances</b> 61:6 <b>cities</b> 39:17 85:22,23 <b>city</b> 19:16 42:21 55:9 71:16,22,24 83:16 119:3 <b>claimed</b> 21:16,21 <b>clarification</b> 9:16 <b>clear</b> 103:17 <b>cleveland</b> 18:20 <b>client</b> 10:4 <b>close</b> 25:10,10 106:11 <b>closed</b> 111:23 119:18 <b>club</b> 25:21,23 26:14 <b>cocktail</b> 33:25 <b>coffee</b> 70:5 <b>colders</b> 61:25 <b>collect</b> 39:16 <b>com</b> 2:10,19,20 3:10 3:20 4:10 126:12	<b>combined</b> 88:3 <b>comdex</b> 39:3 <b>come</b> 21:4 36:23 37:14 48:23 80:25 88:18 92:12 99:19 110:9 <b>comes</b> 76:13 <b>coming</b> 11:15 57:16 64:12 77:9 <b>commission</b> 129:13 <b>commitment</b> 90:17 <b>committee</b> 65:25 67:10 94:25 95:1 <b>committees</b> 89:23 90:7 91:12,18 92:12,13 <b>common</b> 5:15 25:19 28:17 56:19 62:15 80:21,24 84:2 85:10 104:3 113:17 <b>communication</b> 12:12 <b>companies</b> 19:15 24:20 37:23 38:22 118:17 <b>company</b> 11:22 16:8 16:19 23:16 27:2 57:7 120:23 121:19 123:15 <b>comparatively</b> 84:16 <b>comparison</b> 112:8 <b>compete</b> 32:25 <b>competitions</b> 48:11 <b>competitive</b> 19:3 39:10 40:18 41:10 41:15 42:1 45:2,12 45:25 47:16 51:5,9 52:7 55:24 68:4,6 68:9 77:22 89:8,13 92:2,4 117:16 119:5 <b>competitor</b> 42:5,19 47:24 49:4 81:3,5 86:17 <b>competitors</b> 19:9,15	19:21 20:2 25:12 77:14 91:14 112:16 <b>complain</b> 46:7 <b>complete</b> 10:8 59:10 61:16,20 62:8 78:6 80:11 105:17 110:4 <b>completed</b> 62:21 <b>completeness</b> 61:23 <b>complies</b> 59:21 70:2 75:13 104:13 109:6 111:1 121:2 <b>compusa</b> 71:24 83:17 <b>computer</b> 37:22 39:4 <b>computers</b> 91:24 <b>conceivable</b> 116:14 <b>concept</b> 41:11,20,22 41:22 113:25 <b>concern</b> 20:18 93:19 114:22 <b>concerned</b> 117:8 <b>concerning</b> 11:3 112:21 114:18 <b>conclude</b> 9:15 <b>concluded</b> 128:15 <b>concludes</b> 128:7 <b>conclusion</b> 102:7 <b>conditions</b> 15:11 <b>confidential</b> 24:12 33:13 <b>confused</b> 73:15 <b>confusing</b> 63:21 93:13 96:6 116:4 <b>consecutive</b> 58:16 <b>considered</b> 32:22 37:12 61:7 87:5 93:21 97:10 <b>considering</b> 51:6 <b>consisted</b> 20:23 <b>consumer</b> 37:10 <b>consumers</b> 93:2 <b>content</b> 104:23,24 <b>contests</b> 92:11 <b>context</b> 51:14 87:3
--	---	--	--

<b>continuation</b> 71:23	<b>counterpart</b> 32:3	<b>d</b> 5:1	<b>defendants</b> 7:1,14
<b>continued</b> 3:1 4:1	<b>counterparts</b> 26:18	<b>dallas</b> 38:21	124:25
<b>contracts</b> 16:18	26:22 27:17 28:9	<b>danny</b> 2:22 7:2	<b>defense</b> 123:25
<b>control</b> 129:22	29:7,14,15 30:12	<b>data</b> 22:25 88:5	<b>delivery</b> 18:25 68:11
<b>conversation</b> 30:9	31:19 35:4 38:7	118:24 119:5	74:22
<b>conversations</b> 16:13	<b>country</b> 32:21 37:20	<b>date</b> 6:2 50:12,13,13	<b>depends</b> 33:22
16:14	39:6 122:8	130:19	83:24 96:23
<b>convince</b> 29:3 49:12	<b>couple</b> 22:24 50:16	<b>dated</b> 59:18 72:3,4	<b>deposed</b> 8:10,16,19
<b>convinced</b> 20:6	50:17 99:13 124:5	129:16	8:21
<b>cooperative</b> 59:17	<b>course</b> 34:19 46:4	<b>day</b> 53:19 83:3 87:4	<b>deposition</b> 1:16 6:7
75:9 78:17 94:20	57:4 60:23 65:22	87:9 128:11	10:16 11:3,6 40:13
102:9 111:5 120:7	66:4,12 79:19	130:22	128:8,12,14
120:7,9 121:22	109:21 126:21	<b>days</b> 8:21 14:6 19:6	<b>depot</b> 19:16 83:17
<b>coordination</b> 12:12	<b>court</b> 1:1,20 6:9,15	22:25 23:21,23	119:4
<b>copy</b> 52:24 103:18	6:22 9:2 46:22,25	54:14 62:3 87:6	<b>depots</b> 39:17
104:14	47:4 103:19,22	89:18 118:19,20	<b>describe</b> 8:14 28:22
<b>copying</b> 52:22	104:7,9 129:5,23	<b>dc</b> 2:16 3:18	65:13 82:15
<b>core</b> 45:23 86:15	<b>cover</b> 43:21 50:21	<b>deal</b> 24:25 71:4 84:3	127:16
90:24 94:12	<b>covered</b> 108:5	88:21,22 91:8	<b>described</b> 18:4
<b>corporate</b> 101:24	<b>covers</b> 87:21	<b>dealer</b> 18:16 20:9	120:1
<b>corporation</b> 8:23	<b>credit</b> 62:11,16 63:5	41:24 44:7 55:21	<b>description</b> 5:13
11:18 12:17	63:13,18	63:12 64:6 65:23	18:7 127:20
<b>correct</b> 15:1,3 16:21	<b>critical</b> 64:15 94:9	70:4 93:25 117:18	<b>designed</b> 39:16
16:22 31:8 33:19	<b>crt</b> 1:5	118:12 121:24	110:7
35:5,16 56:3,10,25	<b>crtmarta0008537</b>	122:8	<b>detailed</b> 73:7
58:3 64:1 73:14	69:24	<b>dealers</b> 16:10 17:20	<b>detroit</b> 18:16,16,20
75:1,2 76:1,19	<b>crtmarta0026875</b>	19:14,24 20:24	<b>devastation</b> 30:21
82:18 85:1 87:25	78:16	21:8,23 22:1 24:24	<b>developing</b> 13:1
88:11,12 94:12	<b>crtmarta0041853</b>	24:24 26:3 32:21	<b>devices</b> 7:19 48:2
97:19 102:14,17	125:10	32:24 33:18 34:9	<b>devine</b> 4:14 6:13
102:18 106:18,19	<b>crtmarta0043895</b>	34:17 35:13 36:4	<b>dew</b> 2:11 7:4,4 9:21
106:22,23 107:20	103:25	37:14 38:8 46:5	10:17,25 15:19
109:22,25 112:16	<b>crtmarta0043911</b>	54:13,19 55:8 56:7	19:10 20:3,21 22:8
114:3,15,19,24	109:1	56:8 63:4 65:21	27:18 28:11 29:8
117:24 119:9	<b>cruces</b> 70:10	67:9 74:10 81:24	29:17 30:2,15 31:1
126:18,20 127:18	<b>crushed</b> 82:9	90:11 105:1,3,7	31:22 32:4,13,15
127:19 130:4	<b>cube</b> 76:25	109:13	33:20 34:12,21
<b>correctly</b> 109:17	<b>curious</b> 22:15	<b>deals</b> 121:24	35:6,25 37:8,18
<b>correspondence</b>	120:21	<b>decade</b> 67:23	38:10 39:12,19
53:18 57:25	<b>current</b> 16:16,16	<b>december</b> 17:16	40:2,19 41:1,6
<b>cost</b> 43:13 87:16	<b>currently</b> 16:11	<b>decided</b> 14:2 86:17	44:19 45:4,15
93:10 94:15 95:5	<b>custom</b> 48:6	114:1 115:11	47:14 48:7,19
<b>costco</b> 26:5,9	<b>customers</b> 42:8	<b>decision</b> 114:7	49:14,18 51:10
<b>costs</b> 118:4	<b>cut</b> 20:7 43:13 114:5	117:22,24 118:1	52:24 54:21 55:10
<b>couldnt</b> 15:11 46:23	<b>cuttingedge</b> 84:17	122:25	56:4,11 57:6 58:4
70:4		<b>decisions</b> 113:21	60:25 61:18 62:17
<b>counsel</b> 124:1		<b>defendant</b> 2:14 7:16	62:19,23 63:21
	<b>D</b>		



65:1,16 67:4 72:14 73:1,15 76:2 77:24 78:3 79:21 81:11 85:2 86:3 93:13 95:10 96:6 98:13 102:1,6 104:14 105:21 108:13 109:2 111:16 114:2,4 116:4 120:14 124:18,21 127:3 128:5 <b>di</b> 10:21 <b>didnt</b> 14:25 15:7 17:13 18:2,17 24:21 26:25 27:1,7 27:23 28:1 31:16 35:3,7 36:23 37:13 52:12 53:25 55:23 62:3 65:18 68:1 83:20 84:14 91:10 94:19 98:4 107:18 113:5 114:5 117:10 118:17 119:15,19 121:24 121:25 122:2,25 <b>died</b> 39:4 <b>difference</b> 13:17 <b>different</b> 12:13 25:5 32:23 44:11 71:12 72:5,5 74:20 82:6 91:18,25 111:4,21 <b>difficult</b> 23:12 103:20 <b>dinner</b> 27:9,9 32:7 32:18 34:18 <b>direct</b> 2:5 7:6 126:23 129:22 <b>directed</b> 63:17 <b>direction</b> 65:9 67:1 129:22 <b>director</b> 12:8,10 13:7,12 27:15 36:11 41:23 50:25 51:1 57:12 60:4 61:4 65:7 83:10 89:19 96:4,13 99:4 101:25 102:5,13	105:25 109:22 110:22 114:9,14 121:15 <b>disadvantage</b> 55:24 <b>disadvantaged</b> 77:10 <b>disaster</b> 97:3 <b>disc</b> 49:24 50:5 101:14,20 <b>discernable</b> 40:1 <b>disciplined</b> 26:1 <b>disclose</b> 33:12 <b>discount</b> 23:20,22 26:11 40:6 117:2 <b>discounts</b> 18:24 23:18 115:5 117:5 <b>discovered</b> 15:14 <b>discrete</b> 116:13,21 <b>discuss</b> 15:22 29:16 34:20 <b>discussed</b> 34:24 110:20 <b>discussing</b> 18:3 <b>discussion</b> 32:23 40:16 50:11 51:6 112:12 124:3 <b>discussions</b> 15:21,22 15:24 30:11 32:22 <b>display</b> 7:18 38:24 <b>displaying</b> 37:25 <b>dispute</b> 8:19 <b>dissemination</b> 118:23 <b>distinction</b> 34:7,10 <b>distribute</b> 107:9 <b>distribution</b> 25:8,11 106:25 107:1,4,12 107:16,18 <b>distributor</b> 8:22 <b>distributors</b> 13:3 <b>district</b> 1:1,2 6:9,10 <b>division</b> 1:3 6:11 <b>document</b> 40:9,11 40:15,21,22,25 41:3,5 50:20 51:12 51:15 52:10,21 53:9,13 59:13,15	59:23 69:22,22,25 70:3,17,17,19 75:5 75:6,15,24,25 78:13,15,15 79:8 79:11 80:7,10 86:22 103:15,17 103:24 104:6,11 104:22 105:13,16 108:23,23 109:3,9 109:11,15,16,20 109:25 110:6,11 110:19,20 118:22 120:3,4,6,8,11,16 125:3,15 126:1 <b>documents</b> 10:22 11:5,8 75:18 79:19 110:15 <b>doesnt</b> 100:23 <b>doing</b> 17:24 18:8 35:9 42:3,12 48:12 51:8 68:11 82:18 83:10,14 86:12 89:1 <b>dollar</b> 94:8 100:16 101:2,5 <b>dollars</b> 26:2,13 42:7 42:8 117:4 <b>domain</b> 56:20 <b>dont</b> 9:11,15 11:21 11:24 16:12 34:23 35:2,15,17 36:24 37:11 39:13,24 40:14 42:7,21 47:6 48:9 49:8,11 53:4 53:10 55:3 58:4,8 59:24 64:3 71:22 72:16 73:3 74:10 77:19 80:22 84:13 94:2,18 96:11 99:9 100:25 101:9 105:24 106:7,10 116:5 120:2 122:13,18 123:3,7 124:8 <b>doubted</b> 61:11 <b>drafted</b> 50:20 109:16,20 110:11	<b>draw</b> 34:11 42:23 65:19 <b>drawing</b> 34:7 <b>dredge</b> 70:4 <b>dreyer</b> 50:22,23 <b>drive</b> 49:10 <b>drives</b> 29:20 <b>driving</b> 117:9 <b>drop</b> 97:25 <b>dropped</b> 43:12 97:4 102:20 <b>duck</b> 26:23 <b>dues</b> 36:10 106:7,8 106:14 108:4 <b>duke</b> 82:7 <b>duky</b> 8:3 <b>duration</b> 115:9 <b>dvds</b> 128:11 <hr/> <b>E</b> <b>e</b> 2:1,1 3:1,1 4:1,1 5:1,10 58:9 129:1 129:1 130:1,1,1 <b>e2125</b> 58:8 62:2 <b>e247jvc</b> 126:2 <b>e247jyt</b> 126:17 <b>earlier</b> 60:2 62:1 86:10 102:11 112:12,14 <b>early</b> 75:23 77:13 89:18 102:20 118:19,20 <b>easiest</b> 82:3 <b>easy</b> 22:19 23:10 100:10 <b>eat</b> 101:4 <b>ebb</b> 66:22 <b>education</b> 36:8 <b>educational</b> 36:14 <b>efficient</b> 51:25 <b>effort</b> 46:13 <b>efforts</b> 19:2 <b>either</b> 9:20 34:18 35:16 38:14 46:6 65:8 94:4 117:4 119:11 <b>el</b> 44:10,21 45:7
--	--	---	--



<p>70:9  <b>electronic</b> 7:19  <b>electronics</b> 37:10,22  42:20 58:10,15  64:14 87:7,7 91:22  <b>element</b> 8:17  <b>elements</b> 116:24  <b>eliminated</b> 123:18  <b>ellis</b> 3:4 7:16 125:1  <b>elly</b> 36:12  <b>elses</b> 92:9  <b>email</b> 5:14,16 43:4  52:17 56:23 57:4  58:22 59:3,6,9,16  59:19 60:2,2,5,18  60:21 61:14,21,22  62:1,8 63:3 75:8  75:11 78:5,8,17  79:4 125:7 126:11  126:16,20,25,25  127:22  <b>emails</b> 56:24 57:12  57:14 58:2  <b>embarrassed</b> 49:8  <b>employed</b> 11:12,16  12:16 13:4 19:8  <b>employee</b> 47:23  84:10  <b>employees</b> 36:25  63:17 65:9 66:25  <b>employer</b> 16:16,17  <b>encounter</b> 34:10  35:13  <b>encourage</b> 38:25  110:7  <b>encouraging</b> 86:13  <b>ended</b> 21:13 72:20  72:22  <b>endorsement</b>  118:14  <b>engage</b> 56:1  <b>enhanced</b> 89:24  <b>enjoining</b> 89:2  <b>enormous</b> 88:5  <b>entered</b> 52:10  103:17 104:1  <b>entire</b> 41:4 51:12,14</p>	<p>61:21 110:21  <b>entities</b> 3:5,15 21:1  <b>entitled</b> 51:5 108:25  112:7 113:19  120:6,23  <b>entity</b> 122:6  <b>epi</b> 34:16  <b>equation</b> 116:3  <b>escape</b> 127:13  <b>especially</b> 43:8 87:7  87:14 97:10  118:18  <b>esq</b> 2:11,21,22 3:11  3:21 4:11  <b>estimate</b> 45:13  <b>event</b> 27:8 28:1,7  34:3  <b>events</b> 12:13 31:10  53:19 57:16  <b>eventually</b> 68:25  <b>everybody</b> 29:21  54:1 55:18 78:10  81:6,19 112:3  <b>everybodys</b> 60:16  81:5  <b>exactly</b> 72:16  121:17 127:4  <b>examination</b> 5:3 8:6  125:12  <b>examined</b> 8:4  <b>example</b> 24:1,2  25:20 44:1 58:1  59:3 73:12 77:12  95:19,20,21,24  96:1,17 98:11,22  113:2  <b>examples</b> 29:5 67:21  <b>exceeded</b> 107:7  <b>excel</b> 60:7  <b>exception</b> 80:23  <b>excuse</b> 78:21  <b>excused</b> 128:13  <b>executive</b> 13:7,12  27:14 41:23 50:25  51:1 57:12 60:3,14  61:4 65:6 83:9  89:18 96:4,13 99:3</p>	<p>101:25 102:5,12  105:25 109:21  110:21 114:9,14  121:15  <b>exhibit</b> 5:12 40:14  50:9 52:11,11,13  59:16,16 69:23,23  75:7,7 78:20,24  79:3 103:18,21  104:1,1,2 108:24  120:5 125:3,4,6,8  <b>exhibits</b> 5:19  <b>exists</b> 111:5  <b>expect</b> 9:24 10:8  <b>expense</b> 108:1  <b>expenses</b> 107:20,23  108:3,5 112:1  <b>expensive</b> 42:9  <b>experience</b> 96:4,12  96:16,22 98:10  99:3 105:25  <b>expires</b> 129:13  <b>explain</b> 45:19 60:6,7  <b>explained</b> 17:3  122:24  <b>express</b> 111:14  113:25  <b>expressed</b> 15:2  <b>extended</b> 16:9,20  <b>extensive</b> 82:23  <b>extent</b> 15:20 85:24  117:25 120:15  <b>extra</b> 23:23  <b>extract</b> 118:15  <b>eye</b> 20:17</p> <hr/> <p style="text-align: center;"><b>F</b></p> <hr/> <p><b>f</b> 129:1  <b>facings</b> 68:21  <b>fact</b> 32:2 35:12  54:18 74:15 75:21  97:11 107:12  <b>factory</b> 74:22  <b>fair</b> 9:15,17 18:7,8  27:21 32:14 45:13  49:15 62:23 82:14  103:12 112:19</p>	<p><b>fairly</b> 16:25 51:7  <b>familiar</b> 41:11  97:13 108:12  <b>family</b> 8:19  <b>fancy</b> 31:12  <b>far</b> 22:14 60:20  <b>fast</b> 64:11  <b>fastchanging</b> 84:1  <b>favorable</b> 25:11  118:9  <b>faxed</b> 58:23  <b>featured</b> 25:13  46:11 68:9  <b>features</b> 25:6 83:7  99:23,25  <b>fee</b> 40:5 108:11,14  108:17  <b>feedback</b> 44:20 75:3  <b>feel</b> 31:20,23 41:6  120:16  <b>feeling</b> 10:13  <b>fell</b> 24:17 25:17  <b>felt</b> 17:8  <b>field</b> 58:15  <b>figure</b> 33:3 102:23  <b>figured</b> 91:2  <b>files</b> 60:7  <b>filled</b> 53:23  <b>final</b> 71:24 89:22  98:22  <b>financial</b> 111:24  121:21  <b>find</b> 22:19 23:19  24:13,25 30:23  31:4,5,9,16 60:10  68:7 69:2 72:24  74:12 82:3 106:4  123:11  <b>finding</b> 24:2,5,9  126:4  <b>fine</b> 10:9 40:23  44:13,13 62:19  124:7  <b>finished</b> 128:10  <b>firm</b> 6:20,25  <b>first</b> 8:3 13:4,5  18:14,25 22:23</p>
--	---	--	---

29:12 31:14 44:1 50:15 51:1 53:6 66:5 71:6 86:11,23 87:20 91:4 105:5 111:10 120:5,12 120:21 <b>fiscal</b> 107:5 <b>fish</b> 18:16 84:4 <b>fisher</b> 51:22,23 <b>fit</b> 27:7 57:23 <b>five</b> 46:3 62:2 90:10 <b>fiveminute</b> 124:8 <b>fixed</b> 21:2 <b>flat</b> 8:17 64:16 <b>flexible</b> 68:23 <b>flexner</b> 2:3 7:5 <b>flier</b> 49:2 <b>floor</b> 2:7 42:5,23 47:25 56:18 71:7 71:22 74:19 77:2,8 79:13 81:3,19 97:12 99:18,20 100:10 121:19 <b>flow</b> 54:2 66:22 <b>focus</b> 40:16 41:9 66:3 120:11,25,25 <b>follow</b> 75:24 <b>following</b> 71:11 130:5 <b>follows</b> 8:4 111:4 <b>foolish</b> 46:7 66:8 100:25 <b>foot</b> 25:2 90:24 91:3 <b>forced</b> 121:7 <b>foregoing</b> 129:7 130:2 <b>form</b> 19:10 20:3,21 22:8 29:8,17 30:2 30:15 31:1,22 32:4 32:13,15 35:6 37:8 37:18 39:12,19 40:2 44:19 45:4,15 48:19 56:5,11 78:1 114:4,6 <b>formal</b> 28:6 48:12 <b>formalized</b> 45:6 <b>format</b> 71:12	<b>formed</b> 18:14 <b>fortunate</b> 76:5,9,9 <b>forward</b> 89:6 <b>found</b> 25:15 26:12 31:17 68:16 74:13 <b>foundation</b> 34:22 <b>founder</b> 51:2 <b>four</b> 8:13,15 45:21 46:3 90:10 <b>foursome</b> 33:23 <b>francisco</b> 1:3 3:8 4:8 6:10 <b>free</b> 68:11 74:21 <b>frequent</b> 86:1 <b>frequently</b> 26:20 27:16 74:4 77:20 82:24 91:21 <b>friday</b> 1:11 64:12 86:25 87:2,4,8,11 87:13 <b>fridaire</b> 38:23 90:10,11 <b>front</b> 43:21 <b>full</b> 10:8 22:4 126:24 127:1 <b>fulltime</b> 48:14 <b>fully</b> 15:18 <b>function</b> 23:17 44:9 <b>fund</b> 8:20 <b>fundamentals</b> 111:3 <b>funds</b> 63:6 <b>further</b> 123:23 124:16 128:3 <b>fussy</b> 56:14	98:16 113:16 <b>generate</b> 75:25 79:18 106:21 <b>generated</b> 60:22 119:12 <b>generic</b> 30:8 <b>gentleman</b> 22:22 <b>geography</b> 87:22 <b>getting</b> 23:20 45:7 45:24 47:12 60:11 100:11 106:6 <b>gift</b> 74:23 <b>give</b> 23:6 24:1 26:10 29:3 30:12 43:8 69:4 74:20 75:5 88:21 90:16 113:2 <b>given</b> 15:9 52:4 93:11 98:12 100:22,24 114:23 <b>gives</b> 23:7 <b>giving</b> 14:14 68:11 <b>glad</b> 62:13 <b>go</b> 19:11 22:23 23:5 24:9 28:3 29:12 37:2 38:24,25 42:2 47:23,24 49:19 61:3 62:7 66:1 67:25 69:8,11 70:22 81:16 82:13 83:3 85:10,18,19 94:1 97:25 101:7 106:1,3 110:16 119:4 <b>goes</b> 77:5 97:1 121:8 121:11 <b>goff</b> 70:6,7,8 71:1 86:5,8 <b>goffs</b> 70:14 119:13 <b>going</b> 9:8 10:6,7 14:20 17:25 21:13 24:14,15 25:1 26:4 27:3 30:13 31:13 31:15 32:8 38:2 43:5,15,18,23 49:14,23 52:9 54:1 59:14 60:8 65:25 66:7,14 67:11 69:8	69:15,21 71:13 75:4 77:3,6 78:14 81:1 82:7,9 88:21 89:4 94:4,5 95:24 100:8 101:9,13 103:14,20 106:11 118:5 120:4,11 123:20 124:11 125:15 128:10 <b>golf</b> 33:23 34:18 <b>good</b> 6:1 8:8,9 12:1 18:2 20:25 21:20 22:2,3 24:8 39:8 41:25 42:4 43:8 61:8 64:7,21 69:5 77:22 86:16,19,20 91:7 92:8,9,15 94:24 95:1 101:11 120:13 123:11,12 <b>gorgeous</b> 43:22 <b>gossip</b> 30:4 <b>goto</b> 46:10 <b>gotten</b> 65:24 <b>great</b> 71:4 81:2 84:3 86:17 123:2 <b>green</b> 29:23 <b>groaning</b> 97:3 <b>group</b> 4:4 7:10 8:17 12:8,10 13:16 14:1 14:3,5,12 16:5,7 16:14 17:5,6,7,16 18:5,10,12 19:22 19:25,25 20:5,19 21:14,14,19 22:16 22:17 23:10 24:11 24:14 27:5,11 28:16 31:6,17 36:8 36:10 38:7 51:20 52:1 65:20 89:25 90:8 91:22,23,24 92:14 93:22 97:24 105:8 106:4 110:8 110:9,17 112:3,8 118:14 <b>groups</b> 17:10 19:4 19:21,23 20:2,16 21:24 22:7,12,13
--	---	--	---

---

**G**


---

25:16 26:18 27:17 29:7,16 31:20 35:4 111:21,25 112:13 112:15,18,22 113:11 <b>grow</b> 66:23 <b>growth</b> 110:13,14 117:5 <b>guess</b> 12:2 15:7 31:2 74:25 105:24 123:20 <b>guida</b> 60:12 <b>guided</b> 114:10 <b>gun</b> 32:9 <b>gutman</b> 22:22 27:5 27:12,14 <b>guy</b> 13:19 18:19,20 24:25 27:5 42:9,10 42:10,16 44:2,14 45:7 50:24 62:9 63:12 70:25 72:8 81:5 84:23 91:4 <b>guys</b> 27:11 32:25 42:3 52:1,2 90:12 90:13,19 91:12	117:14 126:3 <b>hasnt</b> 48:10 51:11 <b>havent</b> 29:19 <b>head</b> 29:1 <b>hear</b> 9:20 10:1 46:23 52:12 86:11 109:16 <b>heard</b> 39:9 46:2 92:16 108:16 115:1 119:25 <b>held</b> 1:16 38:19 124:3 <b>help</b> 17:20,25 40:10 122:3 <b>heres</b> 29:22 97:23 <b>hes</b> 57:8 62:17 65:1 79:21 81:11 126:3 <b>higher</b> 42:7,8 74:12 99:13 <b>highly</b> 24:12 <b>hire</b> 48:14 <b>hired</b> 42:16 50:24 71:1 <b>hitachi</b> 3:5 7:17,17 7:18,18,19 27:3 124:25 127:15,17 127:20,24 <b>hold</b> 12:6 33:2,5 94:9 96:25 97:18 <b>hole</b> 58:17 <b>home</b> 19:16 39:17 83:17 119:3 <b>hoops</b> 62:4 <b>hope</b> 29:22,22 68:25 <b>hour</b> 10:20 <b>hours</b> 85:17 <b>huge</b> 36:25 <b>humble</b> 35:8 <b>hundred</b> 15:12 21:10,11 42:6,8 63:6 82:25 98:4 103:1,2 <b>hundreds</b> 75:17 <b>hunk</b> 76:11	85:18 86:11 101:4 <b>idea</b> 41:25 42:4 43:8 51:17 92:8,9 95:1 95:4 <b>ideas</b> 92:12 <b>identification</b> 79:4 104:4 125:7 <b>identify</b> 22:11 53:3 <b>iii</b> 1:16 5:5 <b>ill</b> 76:24 77:25 123:8 <b>illness</b> 10:12 <b>im</b> 6:13,25 9:8 16:11 20:11 27:10 30:3 32:8 41:10 46:22 52:9 54:23 57:1 58:8 59:14 62:10 62:13 69:21 73:15 75:4 78:2,10,14 82:25 83:1,5 88:20 89:1,1 95:16,24 102:25 103:14,20 106:10,11 107:13 107:13 108:13 114:4 116:16 120:4 123:20 125:15,21 126:8 127:3 <b>immediate</b> 107:7 <b>impact</b> 96:19 <b>importance</b> 93:12 <b>important</b> 29:18 48:17,21 68:16 70:16 81:20 93:1,2 94:10 99:16,18 <b>improper</b> 31:21,24 35:5,16 <b>incidental</b> 100:6 <b>include</b> 117:2 <b>includes</b> 120:8 <b>income</b> 108:8 <b>inconsistencies</b> 31:3 <b>incorrect</b> 74:25 <b>increase</b> 93:10 94:3 97:14,17 98:9 99:1 99:6,11 <b>increased</b> 54:2 <b>increases</b> 99:1	<b>independence</b> 14:15 31:13 <b>independent</b> 16:10 18:15 29:3 <b>indication</b> 55:20 <b>indirect</b> 4:5 7:10 <b>individual</b> 1:7 36:18 <b>industry</b> 30:9,12,14 32:12 57:16 84:1 113:8 <b>infer</b> 121:6 <b>influence</b> 20:8 <b>inform</b> 57:15 <b>information</b> 22:7 23:3,9,10,24 24:6 24:10,16,23 25:17 33:8,13 39:16 42:14 43:17,24 44:15,18 45:3,8,12 45:25 46:18,19 47:10,13,18 48:18 52:5,7 56:17 62:5 62:12 63:19 64:23 65:10 66:8,13,17 67:2 68:5,7,17 70:22,25 71:2,14 72:7 73:7,12 74:5 74:25 75:23 76:5 76:18,23 77:18,21 77:22 79:23 80:21 81:10,21 83:23,25 84:7,17 85:13,23 86:6 88:24 89:3,25 111:24 112:1,20 112:25 113:10,14 119:20 <b>initial</b> 60:18 95:20 <b>initially</b> 15:10 <b>insensitive</b> 99:15 <b>inserts</b> 66:20 <b>insignificant</b> 98:15 <b>instance</b> 54:17,20 55:6 63:16 106:24 107:11 <b>instances</b> 55:7 63:16 64:23 65:8,13 66:24 67:19 73:6
<b>H</b>			
<b>h</b> 5:10 130:1 <b>hadnt</b> 36:16 <b>half</b> 17:5 61:22 90:18 97:9 <b>hammered</b> 45:24 <b>hand</b> 34:8 52:9 59:14 69:21 78:14 <b>handful</b> 116:6 <b>handle</b> 67:11 <b>hands</b> 82:25 <b>happen</b> 17:4 28:5,8 34:9 96:5 <b>happened</b> 17:5 20:10 44:4 86:5 119:19 <b>happening</b> 47:10 <b>happy</b> 33:8 81:6 <b>harbor</b> 66:1 <b>hard</b> 33:2 52:25 98:19 104:15	<b>id</b> 24:7 77:21 82:22		
	<b>I</b>		

73:11 82:11 116:6 <b>instruct</b> 10:6 <b>instructing</b> 63:11 <b>instruction</b> 10:7 <b>intelligencegather...</b> 88:3,14 <b>intend</b> 16:13 <b>intention</b> 117:10 <b>interact</b> 35:14 <b>interactions</b> 35:3 <b>interest</b> 38:17 119:18 <b>interested</b> 24:2,5 76:23 <b>introduce</b> 6:18 19:1 <b>introducing</b> 32:20 <b>invaluable</b> 91:16 <b>invariably</b> 27:4 46:12 49:10 <b>inventory</b> 27:1 64:19 68:25 123:16 <b>invoice</b> 23:17 115:6 <b>invoices</b> 24:18,20 25:18 <b>involved</b> 13:15,15 16:20 19:6 37:1 55:16 57:19 65:24 <b>involvement</b> 17:16 <b>involves</b> 92:4 118:3 <b>irritation</b> 101:2 <b>irving</b> 8:2 <b>isnt</b> 23:15 25:1 43:6 61:1 76:8 98:19 <b>isolated</b> 54:17 77:12 <b>items</b> 94:8 99:17 <b>ive</b> 62:21 83:5 85:17 126:6	<b>jerry</b> 50:22,23,24 60:13 <b>jersey</b> 12:20 17:17 76:10 85:8,9 <b>job</b> 12:18 13:5,8 16:9 58:22,22 121:22 122:2 <b>joe</b> 51:1 <b>join</b> 14:2 17:7 20:7 24:14 112:18 <b>joined</b> 24:11 103:4 <b>joining</b> 14:21 <b>jointly</b> 28:4 <b>judgment</b> 25:7 <b>july</b> 1:11 6:2 75:8 77:1 128:7 129:16 <b>jump</b> 62:3 <b>june</b> 11:13 12:4 13:5 65:7 102:16 <b>jvc</b> 126:19	<b>knew</b> 90:12 91:14 97:15 118:12,13 <b>know</b> 9:12 20:18 22:15,17,18 23:5 26:10 30:4,19 33:10 34:17,23,23 35:22 36:3 41:18 41:19 42:7,9,21 43:5 45:19 48:9 52:21 59:20 60:15 70:1,3,13 71:3,22 72:16,20 73:3 75:11,17 77:5,19 79:15 80:19,24 84:13 85:17 86:12 86:15 88:22 89:4 91:10,20 92:3 94:7 96:23 98:14 101:1 101:8 104:12 106:10,25 108:14 110:18 116:5 122:18,25 125:17 <b>knowledge</b> 80:12 84:2 113:17 130:4 <b>known</b> 14:6,7,8 25:20	31:7 32:1,10 33:16 34:5,15 35:1,11 36:2 37:15 38:4,12 39:14,21 40:7,23 41:12 44:24 45:9 45:17 47:5,20 48:16 49:17,19 50:7 52:8,14,16 53:7 55:1,13 56:9 56:22 57:10 59:1 61:2,19 62:19,24 63:1,22 65:3 66:16 67:17 69:20 72:19 73:4,19,21 76:16 78:4,19,22 79:1,6 80:1 82:10 85:6 86:7 93:14 95:13 96:10 98:7,21 100:21 101:8,22 102:3,10 103:16 104:5,8,10,16,20 105:23 108:15 109:7 111:18 114:11 116:10 120:22 123:22 124:7,22 125:5,25 126:7
<b>J</b>	<b>K</b>	<b>L</b>	<b>launched</b> 31:11 <b>law</b> 4:4 6:25 7:10 <b>lawrence</b> 29:1 <b>lawsuit</b> 8:22 <b>layer</b> 52:4 <b>lcd</b> 8:18 <b>lead</b> 14:12 <b>leaders</b> 29:3 <b>leading</b> 13:2 <b>leaf</b> 16:18 <b>learned</b> 43:17 <b>leave</b> 13:23 19:25 20:6 103:9 105:19 106:3 110:8 <b>led</b> 17:18 22:21 <b>lee</b> 22:22 27:5,12,14 <b>left</b> 13:20 17:7 21:12 64:19 71:17 89:19 102:19,23 103:8 <b>legal</b> 102:7
<b>j</b> 1:19 129:4,12 <b>jack</b> 2:11 7:4 <b>january</b> 11:13 13:20 14:8 16:24 37:21 65:7 72:4 <b>jdew</b> 2:10 <b>jeff</b> 62:9	<b>k</b> 4:11 <b>kag</b> 4:4 7:9 <b>keep</b> 98:2,23,24 100:17 <b>kept</b> 20:17 90:20 <b>kern</b> 4:11 7:9,9 46:20,21,24,24 47:2 52:12,15 78:21,24 79:2 96:8 96:9,21 97:21 99:7 124:4,4,16,20,20 <b>key</b> 117:8 <b>kid</b> 77:5 <b>kids</b> 27:10 <b>kind</b> 18:21 21:2 23:3,24 26:25 29:13 31:15 33:1 42:14 43:23 48:3 56:19 57:23 59:24 68:2 71:17 74:14 77:11 82:1 97:14 118:19 <b>kirkland</b> 3:4,10 7:16 125:1 <b>kitchen</b> 38:19 91:8	<b>l</b> 8:1,1 <b>la</b> 84:18 <b>lack</b> 34:21 <b>laid</b> 71:9 <b>lake</b> 8:2 <b>lap</b> 24:18 25:17 <b>large</b> 19:17 20:24 90:11 120:15 <b>larger</b> 23:6 <b>largest</b> 37:20 39:5 64:14 87:6 122:8,9 122:13 <b>las</b> 37:21 70:9 <b>late</b> 64:17 87:13 <b>lau</b> 2:21 5:6 6:24,24 8:7 16:1 19:12 20:14 22:5,10 27:20 28:21 29:11 29:24 30:10,17	

<b>letter</b> 58:12	<b>lost</b> 68:21 72:21 119:18	<b>manufacturer</b> 28:14 66:6 68:20 94:3 100:19 101:4 115:21 118:11	78:17,18 79:18,22 81:8,12 83:10 84:9 84:23 85:22 89:8 89:15 91:13,19 94:16,19,20 96:4 96:13 99:4 100:18 101:25 102:4,19 102:24 103:11 104:17 105:2,4,19 105:25 106:6,9,16 106:21 107:19 108:2,25 109:22 110:22 111:2,11 112:9 114:1 115:2 115:12,18 117:19 117:20,23 119:25 120:6,9 121:4,16 121:18 122:7,13 122:16,17 126:2 126:12,17
<b>level</b> 23:3,7,17 117:4	<b>lot</b> 21:25 25:7,9 39:1 41:19 44:22 46:8 49:5 58:24 64:13 66:13 68:22,25 84:17 87:12 92:2	<b>manufacturers</b> 25:25 37:23 39:2 68:13,13 97:15 100:3 101:1 121:7	<b>martacoop</b> 126:12
<b>lg</b> 31:11 38:23	<b>lower</b> 74:14	<b>manufacturing</b> 18:18	<b>martas</b> 20:2 37:7 46:17 59:4 87:21 88:10 94:16,19 105:10 112:15 113:19 118:22 119:23
<b>limited</b> 7:17,17,18 7:19 84:25	<b>lowes</b> 19:16 30:5 83:16 119:3	<b>margin</b> 81:23 94:4	<b>materials</b> 36:14
<b>line</b> 31:12 68:14 80:14,15 99:14 100:2 125:4 126:1 126:16 130:6	<b>lucius</b> 2:21	<b>mark</b> 103:23 125:3	<b>matter</b> 75:21 129:8
<b>lingering</b> 123:16		<b>marked</b> 40:12,13 59:15 69:23 75:7 78:19 79:4 104:3 108:24 120:5 125:7	<b>maxell</b> 8:22
<b>liquidated</b> 123:17	<b>M</b>	<b>market</b> 20:9 26:7 42:1 43:7,7 46:1 46:18 47:11 63:20 64:25 65:11 66:22 67:3 74:12 75:2 83:8 86:10 91:14	<b>meal</b> 33:24
<b>listing</b> 105:1	<b>m</b> 1:12 6:3 8:1,1 49:22 50:4 69:14 69:19 101:13,19 124:11,15 128:9 128:15	<b>marketing</b> 12:23 19:2	<b>mean</b> 22:9 23:14 30:3 31:2 40:4 45:20 47:22 53:17 61:23 72:11 87:2 92:19 111:15 114:5 127:5
<b>litigation</b> 1:5 6:8 9:7	<b>magazine</b> 113:4,7	<b>marketplace</b> 66:14	<b>means</b> 24:22 58:9 108:14 121:6 129:21
<b>little</b> 10:20 49:15 81:17 96:2 97:9 101:9 119:14	<b>main</b> 19:14 121:22	<b>markets</b> 85:14	<b>meet</b> 10:25 26:17,21 27:16,23 33:18,23 34:1
<b>lived</b> 85:5	<b>maintaining</b> 13:1	<b>marta</b> 11:12,15 13:5 13:9,20 14:14,19 14:20 15:17 16:4 16:12,14,24,25 18:8,9,9 19:8,8 20:1,16,17,18,20 21:8 22:6 35:18 36:12,20,21,25 38:14 39:11,15 41:15 44:3,15,17 44:18 45:1,3,11,13 46:4,17 50:9 51:2 51:8,18 54:12,19 55:5,7 57:3 58:2 59:17 60:4,22 61:1 61:5 62:15,18 63:17,18 64:23 65:2,23 66:25 72:8 73:7,12 75:8 76:1 76:18,22 77:13	<b>meeting</b> 10:22,24 11:1 27:3 28:6 32:2 33:1,2,5 34:2 34:8 37:3 67:8
<b>living</b> 76:7 81:14	<b>major</b> 30:6 31:12 38:17 93:18		
<b>llc</b> 16:18	<b>majority</b> 37:1 83:25		
<b>llp</b> 1:17 2:3,13 3:4 3:14 6:5	<b>making</b> 55:15,18 94:11 97:8		
<b>local</b> 24:25 66:20 74:11 89:3	<b>management</b> 112:2		
<b>located</b> 6:4 12:19 44:4 85:24	<b>manager</b> 84:23		
<b>long</b> 10:19 87:10 115:7	<b>managers</b> 88:4,9,10 88:16,17		
<b>look</b> 40:14,20 41:3 50:8 51:12 57:18 64:11 69:25 71:11 71:17 75:5 77:9,13 81:6 82:23 83:4 85:10,11 86:22,23 87:18,19 88:2 89:21 100:11 110:24 112:4 113:9,18 118:21 120:10,16,20	<b>mandate</b> 17:19		
<b>looked</b> 50:16 51:4 71:7	<b>manhattan</b> 11:18		
<b>looking</b> 50:21 64:10 69:4 88:19	<b>mann</b> 1:16 5:5 6:7 7:6 8:8 9:11 16:3 24:10 27:22 41:13 47:6 50:8 52:18 53:8 59:18,22 61:20 63:2 64:22 69:7,21 70:16 73:23 75:14 79:7 93:16 101:23 104:21 108:16 109:8 111:20 120:11 121:3 123:22 125:1,14 128:3,8,15		
<b>looks</b> 50:22 60:20 75:16,20 79:9			
<b>los</b> 85:15,19			
<b>lose</b> 94:5			
<b>loss</b> 21:8			

<b>meetings</b> 28:20,23 29:6 37:11 51:24 <b>mega</b> 21:14,19 <b>member</b> 16:12 20:19 21:19 22:23 35:18 36:21 37:12 44:3 95:17 96:20 106:9 113:12,21 115:11,17,22 116:1 117:18,19 117:19 122:13 <b>members</b> 13:16 15:13 20:6,12,23 21:4,15,17,22 22:24 25:16 36:10 36:12,15,18,21,22 37:7 38:8,15,25 43:4,25 44:17 45:1 45:11 46:17 47:9 47:12 51:19,23 54:5 55:8,15 56:1 59:4 62:16 63:18 64:24 65:10 67:1 73:6,11 89:6 94:16 94:19,22,23 95:7 99:12 100:20 102:13 103:4,8,11 105:5,10,19 107:10 111:25 112:18 113:11,25 114:10 117:24 118:24 122:3,11 <b>membership</b> 12:12 17:19 21:3 22:12 22:14 57:15 58:3 75:19 76:18,22 77:13,21 84:8 85:22 87:21 88:11 89:2 90:8 98:12 99:4 102:9,22,23 108:4 119:4 <b>memberships</b> 42:15 <b>mentioned</b> 16:15 27:12 33:17 62:13 70:21 86:9 102:11 109:14 <b>merchandise</b> 121:25	<b>merchandising</b> 46:9 93:22 <b>merchants</b> 12:1 113:21 <b>mess</b> 118:19 <b>met</b> 10:17 29:2 31:19 90:9 <b>mexico</b> 70:10 <b>microsoft</b> 37:24 <b>middle</b> 72:21 123:21 <b>mike</b> 60:12 <b>mind</b> 56:18 93:7 125:21 <b>minds</b> 93:3 <b>minutes</b> 69:9 <b>miserable</b> 39:6 <b>misheard</b> 95:16 <b>missing</b> 58:19 62:6 <b>misstates</b> 27:18 28:11 33:20 34:12 38:10 72:14 76:2 85:2 95:10 <b>mistake</b> 46:15 <b>mistakes</b> 46:14 <b>misunderstood</b> 44:25 <b>mix</b> 25:14 <b>moaning</b> 97:2 <b>model</b> 25:5 45:23 71:9 74:16 86:14 86:15 90:25 91:10 97:2 98:1 100:8 127:8 <b>models</b> 25:11,13 29:4 46:10,11,11 46:11 66:3,19 68:9 81:21 87:15 94:12 99:13 117:8,13 <b>modify</b> 74:24 <b>mom</b> 43:2 <b>money</b> 17:21 36:17 48:25 49:6 68:2 71:4 86:16,20,20 87:12 91:6 94:22 <b>moonachie</b> 12:20 <b>morning</b> 6:1 8:8,9 9:20 112:13	<b>mothers</b> 8:20 9:6 <b>move</b> 84:19 98:23 100:25 123:5 <b>moved</b> 76:8 <b>muster</b> 17:12 <b>mysteriously</b> 64:17 <hr/> <b>N</b> <hr/> <b>n</b> 2:1 3:1 4:1 5:1 8:1 8:1 <b>name</b> 5:13 6:13,19 6:24 7:2 14:4 39:23,25 44:6,12 53:11 70:4,5 71:20 127:14,21 <b>named</b> 22:22 36:12 <b>names</b> 70:11 105:7 127:17,25 <b>narda</b> 35:20,21,23 36:13 37:3 <b>national</b> 11:25 19:18 43:7 48:13 56:14 87:14 <b>nationally</b> 53:25 <b>nationwide</b> 17:11 21:3,13 22:21 24:3 26:19 27:15 32:3 112:9 <b>natm</b> 11:17,22,22 12:7,15 13:14,19 20:22 21:2,24 26:19 32:3 58:23 111:23 112:9 <b>natural</b> 93:6 <b>nature</b> 64:8 <b>need</b> 31:16 36:1 41:7 66:3 68:22 84:15 109:4 120:16,20 <b>needed</b> 33:12 67:12 <b>needs</b> 93:25 107:7 <b>negotiate</b> 18:23 23:4 65:18 90:9 114:15 116:20,21 <b>negotiated</b> 36:11 115:24 116:12,17 <b>negotiating</b> 12:11	22:2,3 23:7 67:7 <b>negotiation</b> 16:11 89:23 <b>negotiations</b> 114:17 114:21 <b>net</b> 21:8 122:3 <b>network</b> 66:11 <b>never</b> 66:9 76:8 125:20 <b>new</b> 1:18,18,21 2:8 6:6,6 12:20 13:16 16:18 17:17 19:1 20:23 22:22 25:16 31:12 32:20 57:15 70:10 76:10,11 78:14 84:18 85:8,9 103:4,14,21 129:6 <b>newspaper</b> 66:20 <b>nice</b> 74:15 119:14 <b>night</b> 33:25 <b>nobodys</b> 60:15 <b>nodding</b> 110:1 <b>nonexclusive</b> 120:1 121:5,12 <b>normal</b> 57:4 60:23 79:19 109:21 <b>north</b> 36:4 <b>northern</b> 1:2 6:9 <b>nose</b> 90:22 <b>notary</b> 1:20 8:3 129:5 130:24 <b>note</b> 104:14 129:19 <b>notes</b> 81:18 86:13 <b>notforprofit</b> 94:21 106:18 <b>noticed</b> 90:25 <b>november</b> 52:19 59:18 <b>npd</b> 91:1 <b>number</b> 21:23 45:10 45:11,14 52:13 78:25 90:19 96:13 102:20,22 108:25 113:10 125:20 126:4 <b>numbers</b> 27:1 58:16 71:9 103:7 125:24
--	--	---	--



<p><b>numerous</b> 14:18 <b>nw</b> 2:15 3:17</p> <hr/> <p><b>O</b></p> <p><b>o</b> 4:7 58:12 <b>object</b> 77:25 78:1 <b>objection</b> 15:19 19:10 20:3,21 22:8 27:18 28:11 29:8 29:17 30:2,15 31:1 31:22 32:4,13,15 33:20 34:12,21 35:6,25 37:8,18 38:10 39:12,19 40:2 44:19 45:4,15 46:20 47:1,2,14 48:7,19 51:11 54:21 55:10 56:4,4 56:11 57:6 58:4 60:25 61:18 62:17 63:21 65:1,16 67:4 72:14 73:1,15 76:2 79:21 81:11 85:2 86:3 93:13 95:10 96:6,21 97:21 98:13 99:7 102:1,6 105:21 108:13 111:16 114:2,5 116:4 127:3 <b>objections</b> 9:20 10:1 62:20 <b>obligate</b> 117:19 <b>obtain</b> 46:17 85:12 108:2 112:24 <b>obtained</b> 113:15 <b>obtaining</b> 24:22 <b>obviously</b> 61:11 103:7 <b>occasion</b> 28:5 31:3 64:4 106:4 <b>occasional</b> 43:16 <b>occasions</b> 28:19 90:21 <b>occur</b> 77:14 86:1 <b>occurred</b> 72:12 <b>occurring</b> 63:10,19 64:24 65:11 67:2</p>	<p><b>occurs</b> 56:10,12 <b>october</b> 12:4 53:22 62:2 78:16 79:14 126:12 129:13 <b>odd</b> 26:23 32:6 100:9 <b>offer</b> 126:2,17,19 <b>offered</b> 42:24 68:14 117:17 <b>offering</b> 19:19 74:21 74:22 <b>office</b> 17:17 <b>offices</b> 1:17 6:4 22:24 <b>oftentimes</b> 32:25 114:8 117:1,15 <b>oh</b> 26:4 44:8 71:19 91:5 95:14 104:8 123:8 125:20 126:7 <b>okay</b> 9:1,8,12,19 10:11,15 11:5,11 16:2,15,23 26:5 29:12 30:18 34:6 34:16 35:2,18 36:20 41:10,13 45:10,18 49:18 50:19 53:6,16 54:6 55:2,14 59:21 61:10 63:9,15 70:24 71:5 72:24 74:3,9,13,15 75:4 75:13 76:24 78:3 79:5,15 80:13 89:17 94:14 95:20 95:23 97:6,18 102:11 103:2,10 103:14 104:9,19 105:3,9 106:16 107:15,19,25 108:19,22 109:6 109:19,24 110:24 111:13 113:2,18 115:7,11,17,22 116:11 117:22 119:1,11 121:2 125:21 126:7,9</p>	<p>128:2,6 <b>old</b> 84:4 <b>olympics</b> 32:17 <b>once</b> 46:3 59:20 104:12 118:18 <b>oneandahalfperce...</b> 97:17 <b>ones</b> 11:24 18:25 38:21 53:2 91:14 91:20 <b>ongoing</b> 89:14,17,19 <b>open</b> 32:18 56:20 112:3 <b>operate</b> 42:13 <b>operated</b> 19:18 122:5 <b>operating</b> 107:20,22 108:3 <b>operation</b> 106:3 <b>opinion</b> 15:2 17:24 <b>opposed</b> 14:14,17 17:12 61:22 <b>option</b> 94:6,7 <b>order</b> 17:21 26:9 41:7 54:8,11 71:8 115:20 120:17 121:9 <b>ordered</b> 43:19 54:2 <b>orderly</b> 26:7 <b>orders</b> 53:23 123:7 <b>ordinary</b> 126:21 <b>organization</b> 13:17 14:21,22 94:21 121:21 <b>organizations</b> 25:21 48:15 <b>organized</b> 106:17 <b>original</b> 18:13 98:24 100:17 <b>orion</b> 69:2,4,6 <b>orlando</b> 38:20 <b>ought</b> 57:18,21 <b>outside</b> 48:4 <b>overall</b> 100:22,23,24 103:7 <b>overdo</b> 56:15 <b>overhead</b> 81:25</p>	<p>118:3 123:18 <b>overview</b> 108:25 <b>owned</b> 25:3 66:10 94:21 102:4,8 103:11 <b>owners</b> 88:17 111:7</p> <hr/> <p><b>P</b></p> <p><b>p</b> 2:1,1 3:1,1 4:1,1,7 88:24 124:11,15 128:9,15 <b>package</b> 15:9 <b>page</b> 5:4,13 40:16 51:3 53:5 54:7 71:6,16,23,25 105:5 110:25 112:4,5,7,21 113:18 118:21 120:12,21 125:16 125:18,19 130:6 <b>pages</b> 71:12,13 105:6 113:9 120:6 <b>paid</b> 15:15 36:17 42:25 86:6 118:12 <b>panasonic</b> 27:8 <b>panel</b> 8:17 64:16 <b>pans</b> 92:11 <b>paper</b> 24:19 49:9 58:24 76:13 100:5 <b>par</b> 29:22 <b>paragraph</b> 40:17 54:7,8 86:24 87:19 120:23,24 121:1,4 126:24 127:1,4,11 <b>paragraphs</b> 51:4,7 51:14 <b>paranoid</b> 20:25 <b>parcel</b> 25:7 <b>parcellation</b> 24:17 <b>parentheses</b> 127:14 127:15 <b>part</b> 21:2 25:7 34:3 36:13 53:11 63:3 67:15 76:9,9 83:8 93:20 94:10 105:2 105:4 114:17,21 121:12,14</p>
--	---	--	---

<b>particular</b> 40:15 41:18,19 55:16 67:6 74:16 86:14 92:21	114:24 119:16 122:1,16,17 127:15	<b>point</b> 23:23 64:20 64:20 93:2,5,11 94:5,9 96:5 97:1 97:20 98:12,23 117:15 119:2 120:14	24:4,8 26:1,10 39:2 43:11,14 48:24 66:5 68:10 73:13 74:12,13,17 74:20,21 79:14 91:3 92:17,21,22 92:23,25 93:2,3,4 93:5,6,8,8,11,24 94:3,5,8,9 95:9,18 95:19 96:5,14,17 96:19,25 97:14 98:2,9,12,23,24,25 99:2,5,5,10,16,17 100:9,17 114:22 115:6,6,24 117:14 117:15 118:5
<b>particularly</b> 21:20 33:10	<b>periodic</b> 119:5,20 119:21	<b>points</b> 25:22 26:3 37:24 92:17,25 93:4,6,8,9,25 95:9 96:15,24 97:8,9 99:16,17	<b>priced</b> 42:6 99:14 <b>prices</b> 48:1 57:16 66:21 71:10 82:14 83:6 85:13 91:15 116:8,13,20,22 117:9
<b>particulars</b> 89:7	<b>person</b> 13:18 35:8	<b>portion</b> 71:18	<b>pricing</b> 18:23 19:19 23:16 25:1 48:21 53:19 60:7 66:3 92:3 118:10 122:3 122:4
<b>party</b> 33:25	<b>philips</b> 3:15 7:13 43:9	<b>portions</b> 52:24 53:1	<b>primarily</b> 19:18 20:23 32:17 34:2 36:9 38:17 58:14
<b>paso</b> 44:10,22 45:7 70:9	<b>phone</b> 69:6 124:1	<b>position</b> 12:6	<b>primary</b> 47:16
<b>pat</b> 70:5,7,8,13,14 70:25 86:4,8 119:13,18	<b>phrase</b> 39:10 44:2 92:16	<b>possible</b> 10:2 122:10	<b>principles</b> 110:20
<b>pay</b> 23:22 24:15 36:18 37:13 42:25 100:19 106:7 108:2	<b>picked</b> 47:18 90:23	<b>possibly</b> 9:21	<b>print</b> 104:15
<b>paying</b> 15:14 22:19 23:1,1,11,13,21,22 25:4,5,16 26:15 36:10,15 43:1 49:12 77:4	<b>piece</b> 81:20 100:15 100:17 127:13	<b>pots</b> 92:11	<b>prior</b> 27:19 28:12 33:21 34:13 38:11 58:22 72:15 76:3 85:3 95:11
<b>paykel</b> 51:22,23	<b>pieces</b> 22:3	<b>power</b> 14:24 20:8 121:23	<b>priscilla</b> 71:21 72:7 72:25
<b>payment</b> 24:4 117:3	<b>pkwy</b> 8:2	<b>practice</b> 19:22,24 32:12 56:3,19 63:25 80:24 82:15	<b>pristine</b> 46:13
<b>pearl</b> 2:6 3:16	<b>place</b> 34:4 41:25 43:13 46:1 57:17 86:10 115:20 118:11 121:9 123:1	<b>practices</b> 19:3	<b>privilege</b> 10:4 15:21
<b>penn</b> 11:18	<b>plaintiffs</b> 2:5 4:6 7:6 7:11	<b>praise</b> 46:6	<b>privileged</b> 112:2
<b>pennsylvania</b> 3:17	<b>plan</b> 25:8 42:23 50:9 50:13,14 120:7 121:19	<b>precludes</b> 15:25	<b>probably</b> 14:6 17:9 18:23 21:5 62:7 81:14 96:25 97:4
<b>pens</b> 48:2	<b>planned</b> 29:6 34:7	<b>premise</b> 14:19 18:13 52:5	<b>proceed</b> 6:23
<b>people</b> 21:25 25:4,9 28:16,18 30:20 31:6 38:2 44:21 48:13 49:10,12 57:22 64:13 81:3 92:1 97:24,25 98:1 98:2 100:6 106:2 110:8 116:6	<b>plasma</b> 8:18 53:15 53:23	<b>premium</b> 127:14,17 127:21,25	<b>process</b> 13:15 24:17
<b>percent</b> 36:16 43:12 45:16,20 81:24,25 82:25 98:5,18 108:7,21	<b>played</b> 26:25	<b>preparation</b> 11:6	
<b>percentage</b> 54:1 90:14 108:6,10	<b>plaza</b> 11:19	<b>prepare</b> 10:16	
<b>perfect</b> 43:6	<b>please</b> 6:18,19 7:22 8:15 9:12 28:23 52:20 53:1 54:7 59:19 62:21 65:14 69:24 75:10 86:23 104:6,11 110:25 112:4 113:18 118:22 120:10,17 121:1 124:19 125:14,17 127:10	<b>preparing</b> 66:12	
<b>period</b> 11:11 12:3 19:7 21:7 41:23 44:14 53:20 64:12 72:1,6 103:4	<b>plenty</b> 55:22 83:5	<b>preprinted</b> 76:13	
	<b>plus</b> 84:15	<b>present</b> 4:14	
		<b>preserve</b> 9:23 93:11	
		<b>press</b> 31:18	
		<b>pretty</b> 18:1 23:10 25:20 54:23 57:1 58:23 90:18 109:2 111:23	
		<b>prevent</b> 10:12 15:17	
		<b>previous</b> 40:13	
		<b>previously</b> 36:17 52:10 59:15 75:6 103:25 108:24 120:5	
		<b>price</b> 22:2,4 23:16	

37:2 <b>produced</b> 104:16 115:23 <b>product</b> 10:5 13:2 18:24 19:1,17 26:12 31:14 32:20 37:25 38:25 42:5 43:9,10,22 49:1,4 64:16 68:22 73:13 91:10 92:21 95:6 100:20,22,24 113:20 115:23,25 116:15,22 117:23 121:8 123:14 <b>products</b> 46:9 57:15 66:23 67:13 71:8 79:13 114:1,18,23 116:14,21 117:6 <b>profit</b> 46:11 106:21 <b>profitability</b> 111:6 <b>profitable</b> 57:22 97:5 100:2 <b>program</b> 23:2 39:10 39:15,22 40:1,4,18 41:10,15,18,19 43:14 51:6,22 65:18 115:2,4 116:25 118:23 <b>programmed</b> 97:12 <b>programs</b> 14:25 17:20 21:1,20 53:19 60:6 91:17 115:8,13 117:2 118:10 122:4 <b>promote</b> 48:25 111:6 117:5 <b>promoted</b> 92:5,6 <b>promoting</b> 51:17 <b>promotion</b> 68:10 <b>prompt</b> 117:2 <b>prompted</b> 62:7 <b>prone</b> 20:22 23:6 <b>prospective</b> 109:13 <b>protect</b> 101:4 <b>provide</b> 42:14 44:17 47:9 62:16 63:17 65:10 66:18 67:1	71:2 73:6,11 74:6 76:17 77:17 85:23 <b>provided</b> 52:6 63:18 <b>providing</b> 16:20 44:15 72:7,8 77:13 <b>public</b> 1:20 8:4 56:20 87:17 129:5 130:24 <b>publication</b> 113:1,3 113:8 <b>purchase</b> 74:23 115:12,18,22 117:23 <b>purchased</b> 122:11 <b>purchaser</b> 4:5 7:10 <b>purchases</b> 117:20 <b>purchasing</b> 20:8 24:3 120:1,24 121:5,13,23 <b>purpose</b> 36:7 40:16 55:15 122:21 <b>purposes</b> 92:10 <b>put</b> 45:10 59:12 78:12 101:5	63:7 88:3,5 89:6,9 89:22 90:1 111:4,8 113:20,21 119:2,6	110:10 120:2 <b>receive</b> 9:25 25:18 63:5 81:9 121:24 <b>received</b> 60:22 <b>recliners</b> 57:20 <b>recognize</b> 53:8 59:22 70:17 71:13 75:14,16 79:7 104:21,23,25 105:7 109:8 126:11 <b>recollection</b> 41:14 47:8 110:19 121:4 <b>reconciliation</b> 5:15 104:3 <b>record</b> 6:19 9:23 40:19 49:23 50:5 50:12 69:8,12,15 69:19 101:14,20 124:3,11,15 125:8 128:10 <b>recording</b> 48:2 <b>recruiting</b> 21:4 <b>red</b> 87:10 <b>reenter</b> 103:21 <b>refer</b> 23:14 <b>reference</b> 44:3 80:15 86:24 88:15 90:6,7 94:11 105:4 108:11 <b>referenced</b> 44:2 <b>referencing</b> 125:19 <b>refers</b> 88:10,13 92:20 121:14 <b>reflect</b> 51:8 127:21 <b>refresh</b> 41:13 121:4 <b>refrigerator</b> 25:3 76:25 77:6 88:20 90:24 <b>refuse</b> 32:6 <b>regarding</b> 8:17,20 11:1 53:15,19 89:8 89:25 <b>regroup</b> 101:11 <b>regular</b> 73:8 77:15 <b>regularly</b> 56:10 <b>reiterate</b> 51:10
	<b>Q</b>	<b>R</b>	
	<b>quality</b> 52:22 <b>quarter</b> 108:20 <b>question</b> 9:11 45:1 58:6 59:2 61:3 62:14,22 63:23 65:5 67:14 72:5 73:16,20,22 78:1 78:23 79:17 80:3 93:15 96:7 111:19 <b>questions</b> 9:9,10,17 9:25 10:3,9 79:16 80:6 123:24 124:2 124:5,17,22 125:2 128:3,5 <b>quick</b> 80:5 124:6 <b>quickly</b> 17:14 51:3 110:18 <b>quit</b> 119:18 <b>quite</b> 11:24 45:5 56:7 68:18 120:15 <b>quote</b> 54:11,14 63:4	<b>r</b> 2:1 3:1 4:1 129:1 129:12 130:1,1 <b>radar</b> 18:17 <b>raise</b> 94:7 98:1 <b>ran</b> 74:19 87:10 108:8 <b>rapid</b> 118:23 <b>rare</b> 28:19,25 60:9 67:25 90:21 <b>rarely</b> 28:3 <b>rates</b> 110:13 <b>ray</b> 1:5 6:8 <b>rc</b> 85:19 <b>react</b> 15:5 99:5 <b>reaction</b> 98:5 <b>read</b> 52:25 53:5 54:10 103:20 104:6,11,15 127:10 130:2 <b>reading</b> 121:3 126:8 <b>reads</b> 40:18 63:4 89:6 111:3 113:20 126:1 <b>real</b> 24:7 26:15,24 64:20 107:13 <b>realistic</b> 95:24 <b>really</b> 18:17 27:7 33:15 41:18 45:23 68:1 77:3 91:9 92:8 106:6 <b>realtime</b> 69:7 <b>reason</b> 93:20 94:24 118:9 123:12 <b>reasons</b> 14:18 106:1 <b>rebate</b> 23:3,6 68:12 68:12,13,14 74:22 74:23 117:3 <b>recall</b> 8:25 36:24 37:3,7 41:22 54:19 55:11 63:16 70:11 72:1,6 73:18 82:11 82:17 83:10,14	

<b>relation</b> 115:2 <b>relationship</b> 61:8 64:21 <b>relationships</b> 13:1 <b>relatively</b> 42:15 60:9 64:2 99:14 <b>relied</b> 57:8 64:7,13 <b>rely</b> 57:3 <b>remember</b> 9:5 18:5 33:9 37:11 39:24 44:6,12 48:3,3 53:10,12 58:8 59:24 84:22 106:10 107:14 <b>remote</b> 84:16 <b>rent</b> 107:24 <b>repetitive</b> 79:16 <b>rephrase</b> 65:4 <b>replacement</b> 72:24 <b>report</b> 43:11 70:20 74:8,11 79:12 80:16,18 81:9 82:16,17,23 91:6 119:12 <b>reporter</b> 1:20 6:15 6:22 46:22,25 47:4 103:19,23 104:7,9 129:5,23 <b>reporting</b> 6:15,16 <b>reports</b> 43:3 45:6 47:19,21 48:5 73:25 80:22 82:18 82:21 83:11,15,18 84:11,13,24 89:7 91:1 119:2,14,17 <b>represent</b> 6:21 7:1 <b>representation</b> 105:10 <b>represented</b> 90:14 90:18 98:17 <b>representing</b> 7:5 124:25 <b>represents</b> 88:4 <b>reproduction</b> 129:20 <b>request</b> 55:15 58:19 62:11 63:14 89:6	89:13,14 <b>requested</b> 55:8 64:23 65:9 67:1 <b>requesting</b> 54:19 <b>requests</b> 54:12 64:8 <b>respective</b> 30:1 <b>respond</b> 64:8 <b>responded</b> 55:21 63:5,13 73:25 <b>responding</b> 62:1,11 <b>response</b> 98:11 <b>responses</b> 60:19 <b>responsibilities</b> 12:9 12:24 13:11 <b>responsive</b> 64:6 <b>restaurant</b> 27:4 <b>retail</b> 26:2 36:4 39:7 66:10 79:14 87:6 87:21 92:15,21 95:18,25 96:19 98:24 99:5 111:7 112:8,21 <b>retailer</b> 33:3 48:10 70:8 98:16 111:22 <b>retailers</b> 12:13 13:3 17:22 26:24 42:22 43:7 80:20 83:11 83:14 85:14 86:11 87:14 92:22 100:3 <b>retired</b> 119:18 <b>retrospect</b> 18:1 <b>revelation</b> 10:3 <b>revenue</b> 22:13 87:12 107:6,8,8 108:2 111:25 <b>review</b> 10:21 11:5 52:20 59:19 69:25 75:10 109:4 125:15 <b>reviewed</b> 109:24 110:18 <b>reviewing</b> 109:15 <b>reward</b> 67:25 <b>rewarded</b> 64:5 <b>richard</b> 88:24 <b>rid</b> 15:6 <b>right</b> 13:21,22 41:21	67:12 86:15 88:6 91:3 116:19 117:14 <b>risk</b> 101:1 118:4 <b>role</b> 18:12 106:21 109:21 <b>routine</b> 19:22,24 57:14 59:25 63:25 67:15 <b>routinely</b> 86:5 <b>row</b> 43:10 <b>rudely</b> 90:23 <b>ruiz</b> 61:25 <b>run</b> 48:4,22 <b>runaround</b> 60:11 <b>running</b> 97:12 <hr/> <b>S</b> <hr/> <b>s</b> 2:1 3:1 4:1 5:10 130:1 <b>salaries</b> 107:24 <b>sales</b> 12:22 13:1 27:3 33:3 112:9,21 <b>salespeople</b> 13:2 88:17 97:13 <b>samsung</b> 30:7 37:23 38:23 <b>san</b> 1:3 3:8 4:8 6:10 <b>sansui</b> 12:17 <b>sanyo</b> 76:25 <b>sarah</b> 3:10,11 7:15 124:24 125:25 <b>sat</b> 28:3 65:17 <b>satori</b> 60:13 <b>saturday</b> 76:11,13 76:15 <b>saw</b> 20:16 42:24 77:9 88:23 96:16 99:19 <b>saying</b> 62:10 86:19 114:13 <b>says</b> 48:23 96:3 111:2 <b>scans</b> 119:5 <b>scheme</b> 27:7 <b>schiller</b> 2:3 7:5 <b>school</b> 77:1,5	<b>scmdl</b> 1:6 <b>scmld</b> 6:11 <b>scottsdale</b> 84:16 85:1 <b>screwing</b> 30:6 <b>scrutinize</b> 41:4 <b>sears</b> 30:5 42:18 83:17 119:3 <b>season</b> 64:18 <b>seated</b> 28:15 <b>second</b> 53:5 54:6 87:18 88:2 104:7 108:9 122:7 126:25 127:8,11 <b>secret</b> 81:2 84:2 <b>section</b> 40:17 51:5 <b>see</b> 17:18 29:14 42:3 47:17,25 54:8,15 60:3 63:3,7,8 71:12,19 73:19 76:14 80:14 83:6 83:19 86:24,25 87:20,22 89:5,9 90:1 92:6 99:12 111:2,8 112:5,10 112:22 113:12,22 118:24 119:1,6 125:20 <b>seen</b> 119:23,25 <b>selected</b> 92:22 <b>selecting</b> 46:10 <b>selfserving</b> 64:8 <b>sell</b> 25:14 26:2,4,5,6 26:9 31:13,15 68:24 86:17 87:15 90:13 94:1 97:7 99:21 100:1,8 114:19,23 123:8,9 <b>selling</b> 13:2 26:13 26:14 44:22 57:20 74:17 81:22 91:7 95:7 99:18,20 100:15 <b>sells</b> 16:9 <b>send</b> 43:17 59:4 70:22 79:24 84:7 86:13 109:13
---	---	--	---

118:11	<b>shipping</b> 43:20	<b>similarly</b> 35:12	<b>sore</b> 64:20
<b>sending</b> 119:14	<b>shop</b> 48:23 54:13,20	<b>simplify</b> 19:2	<b>sorry</b> 46:22 78:2
<b>sends</b> 81:4	55:8 56:1,7 80:15	<b>single</b> 116:22	95:16 114:4
<b>senior</b> 12:22,25	80:18 81:4,5,9	<b>sit</b> 16:2 22:24 24:13	116:16 125:23
112:2	111:23	28:2 32:8 57:22	<b>sort</b> 10:4 15:9 16:3
<b>sense</b> 25:19 30:13	<b>shopped</b> 80:24	66:1 68:24 90:11	28:8 32:18 39:22
89:19 93:9 112:17	<b>shopper</b> 42:17 71:1	<b>sits</b> 73:18	41:14
114:7	119:14	<b>sitting</b> 27:5,10 77:2	<b>sorts</b> 30:4
<b>sent</b> 52:19 53:14,18	<b>shoppers</b> 56:13,15	<b>situation</b> 54:12 68:3	<b>sound</b> 101:11
54:4,24 57:2,14,24	<b>shopping</b> 19:3 42:2	96:17	108:12
58:2,19 60:6 62:1	45:2,12 47:19,21	<b>six</b> 90:10 94:8	<b>sounds</b> 63:25 92:24
75:17 78:10,17	48:5 52:3 56:18	<b>size</b> 21:18 82:8	<b>source</b> 14:7 47:16
79:10 83:2 119:17	70:20 79:12 80:21	112:8 113:12	81:10 108:9 123:2
126:12,15,21	80:25 82:16,17,18	<b>sizeable</b> 22:1 109:3	<b>sources</b> 91:2 111:25
<b>sentence</b> 54:10,15	82:20 83:10,15,18	<b>slightly</b> 71:12	<b>south</b> 2:6 3:16
63:4,7,10 87:20,22	84:10,13,24 89:7	<b>slip</b> 97:15	<b>speak</b> 15:12 122:23
87:24 88:2,7,13	91:1,6 119:2	<b>slippage</b> 96:24	<b>speaking</b> 46:23
89:5,9,11,22 90:2	<b>short</b> 50:1 60:16	<b>small</b> 21:16 54:1	124:18
90:4,6 111:3,8,14	69:16 81:23	93:10 98:8,8	<b>special</b> 43:14 88:21
111:15 119:8	101:16 115:9	104:15	<b>specialist</b> 6:14
121:14 127:11,16	124:12	<b>smaller</b> 21:1 23:7	<b>specific</b> 39:23 63:15
<b>sentences</b> 87:20	<b>shortage</b> 53:15,24	<b>smelly</b> 84:4	67:21 75:17
<b>sentiment</b> 19:20	<b>shorten</b> 94:4	<b>snapshot</b> 71:21	114:18,23
<b>separate</b> 33:4	<b>show</b> 12:13,14 28:14	<b>socalled</b> 94:12	<b>speculate</b> 36:1 47:7
<b>separately</b> 10:24	29:13 34:9 37:25	108:11 115:13	96:12
<b>september</b> 105:11	38:16,18,19,22	<b>soccer</b> 43:2	<b>speculation</b> 46:20
<b>series</b> 9:9	39:4,6,6,7,8 40:9	<b>social</b> 28:1,7	47:3 48:8 73:2
<b>served</b> 41:24	40:11 103:14	<b>soko</b> 62:9	96:8 97:22 99:8
<b>service</b> 16:18 91:25	108:22 120:3,4	<b>sold</b> 42:20 82:1	105:22
<b>set</b> 27:9 51:21	<b>showed</b> 50:18	116:15,22 117:1	<b>speculative</b> 97:24
116:21	<b>shown</b> 60:19	<b>sole</b> 100:4	<b>spend</b> 48:25
<b>sets</b> 53:23 55:22	<b>shows</b> 33:18 34:17	<b>solely</b> 111:5	<b>spent</b> 94:22,22
64:16	35:14 37:20 38:5	<b>somebody</b> 17:9	<b>splintered</b> 17:5
<b>setting</b> 29:10,13	38:14 43:12 79:12	23:20 24:11 30:21	122:12
<b>settings</b> 32:17	108:8 110:13	46:2 60:11 68:1,22	<b>split</b> 107:9
<b>seven</b> 64:4	<b>shrink</b> 66:23	69:4 82:8 83:1	<b>spoke</b> 15:13 33:11
<b>severance</b> 15:9,15	<b>shut</b> 17:17 123:18	92:9 101:3 114:8	<b>sponsored</b> 28:14
<b>shame</b> 31:16	123:19	123:3	<b>spots</b> 38:20
<b>share</b> 24:16 33:7	<b>shutter</b> 106:3	<b>somebodys</b> 77:9	<b>stacks</b> 24:19
43:24 45:2,12	<b>shy</b> 46:14 86:18	<b>someplace</b> 85:9	<b>stand</b> 72:10
66:22 89:3	<b>sic</b> 6:12 126:17	123:8	<b>stands</b> 11:25 23:8
<b>shared</b> 111:24	<b>side</b> 82:6 84:14	<b>somewhat</b> 20:24	35:22
<b>sharing</b> 20:25	<b>sidebyside</b> 88:20	<b>son</b> 32:9	<b>started</b> 21:10 58:11
<b>sharp</b> 69:3	<b>signature</b> 130:19	<b>sony</b> 127:15,17,21	72:17,17 77:24
<b>sheltered</b> 29:4	<b>significant</b> 90:14	127:24	122:18
<b>ship</b> 55:17	<b>similar</b> 13:17 44:18	<b>sophisticated</b> 48:1	<b>state</b> 1:21 6:19
<b>shipped</b> 31:14	71:14 98:20	83:21	129:6 130:25



<b>statement</b> 87:16 111:11	<b>style</b> 53:11 56:24 75:25	<b>T</b>	63:9 74:7 76:24 88:20 127:4
<b>states</b> 1:1	<b>subject</b> 80:14 126:1 126:16	<b>t</b> 5:10 129:1,1 130:1 130:1	<b>telling</b> 30:24
<b>stating</b> 119:2	<b>subscribed</b> 130:21	<b>table</b> 27:9,10 32:8	<b>ten</b> 25:22
<b>steer</b> 88:19	<b>substance</b> 80:6	<b>tables</b> 27:9	<b>tend</b> 24:18
<b>stenographic</b> 129:8	<b>substantial</b> 87:21	<b>tacit</b> 118:14	<b>tenure</b> 13:9 46:4 102:12 110:21
<b>step</b> 14:17 40:8 54:18 114:12 116:11	<b>subtitle</b> 113:20 118:23	<b>tag</b> 74:18 77:3	<b>term</b> 82:12,14 92:19 108:12,17 120:2
<b>stepping</b> 100:7	<b>successful</b> 21:6 38:1 48:22	<b>tagged</b> 71:10	<b>terminated</b> 13:24,25 15:8 16:23
<b>steps</b> 22:6	<b>sudden</b> 43:11 64:15	<b>take</b> 14:17 20:19 22:6 33:5 35:8 40:8,14,20 41:3 43:3 49:19 50:8 52:20 54:18 56:15 57:18 64:11 69:24 70:22 75:10 80:23 81:6 85:10 86:22 87:18 88:2 89:2 90:10 99:13 101:10 107:8,19 109:3,19 110:24 112:4,18 114:12 116:11 118:21 120:10,17,20 123:4,6 124:6,8 125:14	<b>termination</b> 14:13
<b>stick</b> 90:22 101:5	<b>suddenly</b> 26:12 68:21	<b>taken</b> 50:2 69:17 101:17 124:13	<b>terms</b> 20:17 21:22 22:11 24:5 51:8
<b>sticks</b> 91:8	<b>suffering</b> 30:20 55:19,19 60:16	<b>talent</b> 65:20	<b>terrible</b> 44:8
<b>sticky</b> 93:9	<b>sufficient</b> 17:13	<b>talk</b> 17:9 24:13 28:2 28:3 35:15 39:1 45:18 66:2 67:8 69:6 80:6	<b>testified</b> 8:4 9:1
<b>stock</b> 3:10,11 5:7,15 7:15,15 97:11 104:3 124:24,24 125:8,13 126:5,10 127:6 128:2	<b>suite</b> 3:7 8:2	<b>talking</b> 30:4 31:5 67:23 97:16 110:14	<b>testify</b> 41:7 57:7 61:1 62:18 65:2 79:22 81:12 120:17
<b>stopped</b> 15:14 17:15 118:18	<b>summarize</b> 81:18	<b>tangled</b> 58:24	<b>testifying</b> 10:12 15:18,25 51:13
<b>store</b> 47:24,25 48:23 49:1,11 54:14 56:18 66:10 71:24 73:14 74:23 83:4,4 85:18,20 88:4,9,10 88:16,17,18 100:6 119:19 121:25	<b>sunday</b> 76:14	<b>tanking</b> 30:5	<b>testimony</b> 27:19,22 28:12 33:21 34:13 38:11 72:15 76:3 85:3 95:11 112:14 130:2
<b>stores</b> 25:12 44:10 54:20 68:9 70:9,12 85:11,11 111:7	<b>super</b> 33:24 84:2	<b>team</b> 13:2	<b>texas</b> 8:2 42:16 44:3 44:4,15 70:25 72:8
<b>story</b> 30:25	<b>supplier</b> 64:18	<b>telephone</b> 7:8 9:22 11:2 58:24	<b>thank</b> 7:21 47:4 49:21 52:15 59:12 62:24 69:13 70:16 75:4 78:12 79:2 80:5,13 89:21 123:22 124:21 128:2,6
<b>stotz</b> 1:19 6:16 129:4,12	<b>supply</b> 60:16	<b>telephonic</b> 3:3,13 4:3	<b>thanksgiving</b> 87:5
<b>straight</b> 90:20	<b>support</b> 17:13 69:5 86:14	<b>television</b> 12:1 127:25	<b>thats</b> 16:22 23:23 25:23,24 40:12,23 41:6 44:13,13 45:24 49:18 51:19 52:5,10 55:24 59:15 61:22 62:19 63:11 69:5 74:13 74:21 75:6,20,22 77:11,18 78:3 82:5 85:5 87:24 88:22
<b>street</b> 2:6,15 3:6,16 42:6,10	<b>supposed</b> 15:10 29:20	<b>televisions</b> 24:3	
<b>strength</b> 92:14	<b>sure</b> 11:25 20:11 24:7 26:15 30:3 49:8,17,19 52:14 53:2 54:23 55:18 60:17 62:10 63:12 69:10 78:10 82:25 90:18 102:25 107:13 108:13 124:7 127:3	<b>tell</b> 41:21 46:15 53:2	
<b>strengths</b> 113:19 118:22	<b>surprised</b> 64:4		
<b>strong</b> 42:19 93:6	<b>survey</b> 63:5		
<b>stronger</b> 93:8 95:8	<b>suzanne</b> 1:19 6:15 7:22 129:4,12		
<b>structure</b> 101:24	<b>swear</b> 6:22 7:22		
<b>stuck</b> 123:14	<b>sworn</b> 8:3 130:21		
<b>stuff</b> 38:3 68:2 76:12 90:22 123:2	<b>sylvie</b> 4:11 7:9 46:21 46:24 96:9 124:4 124:20		
<b>stupid</b> 45:24 91:10	<b>sylviekern</b> 4:10		



88:24 95:22,23,24 96:23 98:20 100:2 104:17,17 108:23 115:16 119:8 120:4,24 124:7 <b>theme</b> 51:19 <b>thereabouts</b> 102:17 <b>theres</b> 15:24 25:6 35:25 49:4 66:22 71:20 80:15 86:24 93:9 97:20 112:20 113:10 <b>theyll</b> 26:6 42:2,2 47:24 99:21,25 <b>theyre</b> 9:22 23:6,11 23:13 24:14,15 25:22,24 32:19 33:23,24 43:19 44:22 49:9,12 74:21,22 77:2,3 80:23 81:1 86:12 100:8 106:5 110:8 110:9 <b>theyve</b> 77:1 <b>thin</b> 24:18 <b>thing</b> 20:10 22:23 30:24 33:11 66:5 79:10 82:3 98:6 126:14 <b>things</b> 13:13 17:4,25 27:7 29:19 92:4 117:12 118:19 <b>think</b> 11:21 14:25 16:12,19,24 18:1 21:9,12,16,21 28:24 29:5 30:7,16 32:5 35:8 37:17 38:20 39:5,13 42:21,25 44:2 48:5 48:17 53:4 55:3,7 57:21,25 58:4 64:10,22 65:8 66:24 67:18 70:9 70:13 72:21 73:5 73:10 76:7 84:9 93:7 94:18 99:9 106:24 107:11,15	107:17 108:18 109:14 122:13 126:3 <b>third</b> 89:21 94:6,7 119:1 <b>thirteenth</b> 2:15 <b>thomas</b> 4:14 6:13 <b>thought</b> 14:16,23 50:15 57:17 95:1 123:1 <b>thousand</b> 26:2,7,13 <b>thread</b> 61:24 <b>three</b> 8:13,14 42:22 43:9,21 45:20 51:4 51:7 105:6 106:1 125:24 128:11 <b>threering</b> 58:17 <b>thrilled</b> 20:13 37:14 37:17 <b>thrown</b> 56:13 68:15 69:3 100:5 <b>tiffany</b> 3:20,21 7:12 <b>time</b> 6:2,17 9:19,19 11:11 12:3 16:25 18:9 19:7,16 27:15 28:17,25 39:5 41:23 44:14 45:8 45:22 46:5 48:10 48:20 49:15,22 50:3 53:20 55:5 56:13 65:23 67:10 67:16,20 68:5 69:5 69:14,18 72:1,6 75:22 76:1,7,20,20 76:25 77:16 82:22 82:24 83:9 85:16 85:18 87:14 89:18 90:23 92:13 99:20 101:12,18 102:23 103:3,8 105:8,20 105:20 106:13,13 109:3 110:16 114:24 117:7 119:10,16 120:18 122:7 123:11,23 124:10,14 125:14 126:3 127:22	128:9 <b>times</b> 8:12,15,24 9:4 42:13 43:16 44:11 55:12 60:10 76:11 82:20 91:25 <b>tiny</b> 21:19 <b>tired</b> 84:4 <b>title</b> 12:21 13:6,8 84:22 <b>today</b> 9:9 10:9,12 11:9 15:18 16:2 29:20 47:9 84:2,3 123:23 <b>today's</b> 10:16 11:6 <b>told</b> 17:7 31:11 53:24 55:17 61:12 <b>tomorrow</b> 84:3 123:6 <b>tonight</b> 32:7 <b>tonnage</b> 97:2 <b>top</b> 19:1 52:18 59:17 62:9 63:3 122:14 126:3 <b>toshiba</b> 2:14 7:1 24:4,20 53:23 54:13 60:14 63:6 64:14 73:13 122:8 122:14 <b>total</b> 21:17,23 90:15 98:18 <b>town</b> 48:24 <b>trade</b> 12:13 28:10 28:13 29:13 31:18 33:17 34:9,16 35:14,19 36:7 37:6 37:20 38:5,14 39:5 108:8 113:1,3 <b>trading</b> 36:13 <b>traffic</b> 49:1 <b>transcript</b> 5:19 129:7,20 130:3 <b>travel</b> 108:1 <b>traveling</b> 85:21 <b>treated</b> 16:25 <b>tremendous</b> 57:24 <b>trends</b> 43:9 <b>tried</b> 46:12	<b>trip</b> 85:10 <b>trouble</b> 53:1 82:2 123:10 <b>truckload</b> 22:4 <b>true</b> 97:18 100:2,7 129:7 130:3 <b>trust</b> 8:20 9:6 91:13 <b>trusted</b> 61:7 <b>truth</b> 61:12 <b>try</b> 19:5,23,24 22:16 56:15 63:2 66:9 99:21,25 <b>trying</b> 9:23 22:11 29:2 34:11 58:21 60:10 111:13 112:17 113:24 <b>tsunghui</b> 2:22 <b>tube</b> 1:5 6:8 <b>tucked</b> 100:13 <b>turn</b> 51:3 54:6 69:1 <b>tv</b> 57:23 83:5 <b>twenty</b> 21:10 <b>twice</b> 113:4,7,7 <b>twin</b> 126:2,17,19 <b>two</b> 10:21 34:8 42:22 44:10 69:9 70:8 80:5 <b>twu</b> 2:20 <b>type</b> 13:17 48:18 60:21 66:17 68:2,6 70:24 71:2 73:7 74:5 76:23 79:10 98:6 126:14 <b>types</b> 28:20,22 79:19 <b>typical</b> 60:5 98:11 <b>typically</b> 60:3
<b>U</b>			
<b>ultimate</b> 127:13 <b>unable</b> 53:21,22 <b>uncommon</b> 100:18 <b>understand</b> 9:10,12 9:16 34:6 61:23 63:23 67:22 73:22 93:15 95:3 111:19 113:6 114:13			

<b>understanding</b> 34:19 36:6 46:16 47:11 50:20 76:22 95:4 96:14 101:24 103:10 106:17,20 107:4 115:19 121:13,15 122:24	95:25 96:3,18 98:9 98:25 99:1,2,6 115:23 116:15,23 117:1 118:5	93:10 94:2 95:3 96:11 120:24 126:23	64:24 65:10 67:2 71:13 81:2,19 83:7 84:1,3 89:4 90:7 92:5 97:23 107:3 115:4
<b>vendors</b> 25:10 61:9 90:9 114:15,18,22 116:12,18	<b>verdi</b> 51:1	<b>wanted</b> 22:17,18 60:17 68:5 117:11	<b>whirlpool</b> 29:2 38:23 66:2
<b>versa</b> 22:20	<b>versus</b> 34:8	<b>wants</b> 68:24	<b>white</b> 1:17 2:13 6:5 6:25 7:3
<b>vice</b> 22:20	<b>vicepresident</b> 12:22	<b>warehouse</b> 25:21,23 26:14 122:2,17,19 122:22 123:9,17 123:19	<b>whitecase</b> 2:19,20
<b>video</b> 1:16 6:14 48:2	<b>videographer</b> 4:14 6:1 7:7,21 49:21 50:3 69:13,18 101:12,18 124:10 124:14 128:6	<b>warranties</b> 16:9,20	<b>whos</b> 23:9 50:23 70:7 80:25 95:4
<b>view</b> 19:8,14 20:1 35:2,3,15 56:6 121:17 127:22	<b>viewed</b> 32:11 112:14 121:18	<b>warren</b> 1:16 6:7 52:18 59:18 128:8 128:14	<b>wide</b> 56:20
<b>vision</b> 39:7	<b>volatile</b> 123:10	<b>washington</b> 2:16 3:18	<b>wife</b> 44:11 76:8
<b>volume</b> 17:6,21 21:18 23:3,7 90:16 117:3		<b>wasnt</b> 22:19 34:1 36:25 37:4 40:5,5 46:14 60:20 71:3 90:25 95:2	<b>willey</b> 85:19
		<b>wasted</b> 49:5	<b>william</b> 5:5
		<b>watch</b> 57:23	<b>willing</b> 123:4
		<b>way</b> 9:10 20:11 26:6 31:10 33:4,6 55:19 58:16,25 70:4 94:24 113:16 122:10 125:21	<b>wings</b> 123:13
		<b>ways</b> 20:4 80:20	<b>wires</b> 58:24
		<b>weak</b> 84:5 93:5	<b>wish</b> 44:21 88:24 106:7
		<b>wed</b> 67:10 90:11	<b>wished</b> 33:7 115:25
		<b>week</b> 42:25 71:2 93:4	<b>witness</b> 2:4 6:22 7:23 15:23 19:11 20:4,22 22:9 28:13 29:9,18 30:3,16 31:2,23 32:5,16 33:22 34:14,23 35:7 36:1 37:9,19 39:13,20 40:3,12 40:20,24 41:2,9 44:20 45:5,16 47:15 48:9,20 51:11,16 53:4 54:23 55:11 56:6 56:12 57:6,9 58:5 58:7 59:14,21 65:17 67:5 70:2 72:16 73:3,17,19 75:13 76:4 77:24 78:2 79:5,23 81:13 85:4 86:4 95:12 97:23 98:14 99:9 102:2,8 104:13,19 109:5,5 110:1 111:1 114:7 116:5 120:19 121:2
<b>use</b> 29:21 57:12 65:20 82:12,14 92:22,23 95:21,24 116:2 121:22	<b>viewed</b> 32:11 112:14 121:18	<b>wasnt</b> 22:19 34:1 36:25 37:4 40:5,5 46:14 60:20 71:3 90:25 95:2	
<b>useful</b> 68:7	<b>vision</b> 39:7	<b>wasted</b> 49:5	
<b>usually</b> 81:24 118:15	<b>volatile</b> 123:10	<b>watch</b> 57:23	
	<b>volume</b> 17:6,21 21:18 23:3,7 90:16 117:3	<b>ways</b> 20:4 80:20	
		<b>weak</b> 84:5 93:5	
		<b>wed</b> 67:10 90:11	
		<b>week</b> 42:25 71:2 93:4	
		<b>weekends</b> 81:16	
		<b>weeks</b> 33:5 43:10,21 77:18	
		<b>welcome</b> 37:4 66:15 128:4	
		<b>went</b> 39:3 58:18 60:18 67:8 69:3 82:22 85:9 97:4,19 118:13	
		<b>weve</b> 49:14 64:13 101:8	
		<b>whats</b> 16:16 23:2,2 34:19 41:25 47:10 50:13 62:6 63:9,19	
<b>understands</b> 73:20	<b>versus</b> 34:8		
<b>understood</b> 11:21 112:14	<b>vice</b> 22:20		
<b>unfolded</b> 31:10	<b>vicepresident</b> 12:22		
<b>unfortunately</b> 103:18	<b>video</b> 1:16 6:14 48:2		
<b>uniform</b> 23:15 25:1	<b>videographer</b> 4:14 6:1 7:7,21 49:21 50:3 69:13,18 101:12,18 124:10 124:14 128:6		
<b>uniformity</b> 98:5	<b>videos</b> 36:14		
<b>unique</b> 68:3	<b>videotaped</b> 128:8,14		
<b>united</b> 1:1	<b>view</b> 19:8,14 20:1 35:2,3,15 56:6 121:17 127:22		
<b>units</b> 117:4	<b>viewed</b> 32:11 112:14 121:18		
<b>unusual</b> 60:24 61:6 64:2 84:7	<b>vision</b> 39:7		
<b>upcoming</b> 75:20	<b>volatile</b> 123:10		
<b>upper</b> 71:17	<b>volume</b> 17:6,21 21:18 23:3,7 90:16 117:3		
<b>usa</b> 7:20			
<b>use</b> 29:21 57:12 65:20 82:12,14 92:22,23 95:21,24 116:2 121:22			
<b>useful</b> 68:7			
<b>usually</b> 81:24 118:15			
<b>V</b>	<b>W</b>		
<b>vague</b> 47:14 48:7 56:5 61:18 65:16 86:3 98:13 102:1 111:16,17	<b>w</b> 8:1		
<b>valas</b> 36:12	<b>wait</b> 62:21		
<b>valuable</b> 23:4 33:10	<b>wake</b> 74:14		
<b>value</b> 23:24 83:25 100:4	<b>walk</b> 47:25 91:9		
<b>varies</b> 18:13	<b>walks</b> 56:21		
<b>various</b> 2:5 7:5 38:20 65:20 80:20	<b>walmart</b> 19:17 68:21 69:3 79:13 80:15,18 81:9,23 82:4,8,13,18,21,22 83:4,12		
<b>vast</b> 37:1	<b>wander</b> 81:17		
<b>vegas</b> 37:21	<b>want</b> 9:9 24:7,21 26:3 41:4 47:6 49:7 51:21 66:2 69:1 74:14 83:6		
<b>vendor</b> 23:5 30:24 30:24 64:15 95:19			

126:6,8 128:4,13 130:19 witnesss 76:3 woman 36:11 42:17 70:21 womans 71:20 wondering 73:24 wont 25:22 92:23 word 11:20 107:4 115:1 127:7 work 10:5 16:8 18:22 25:21 28:4 100:1,23 worked 11:17 12:17 37:9 52:6 70:5 86:16 91:4 117:14 working 12:15 13:3 69:8,9 76:6 125:21 works 81:23 100:24 world 39:18 wouldnt 26:10 52:2 64:3 97:3 wrap 124:9 write 48:4 62:9 83:19 written 56:24 wrong 35:10 74:7,8 74:16 wrote 109:5 wu 2:22 7:2,2	6:6,6 76:11 84:18 129:6 youd 26:9 youll 42:9 youre 29:13 34:7,11 41:17 42:8 43:22 63:24 73:24 74:16 77:6 82:7,9 88:18 94:4,5,11 97:16 100:12,14 114:13 121:7,10 123:14 125:17,19 128:4 youve 43:20 51:22 52:21 59:20 60:19 75:11 91:9 94:1 104:12 109:24	17 36:25 113:9 128:9,15 129:13 18 113:9 18cubic 25:2 19 75:8 113:18 1917 1:6 6:12 1992 12:4 1997 50:15 1999 11:13 12:5 13:5 65:7 102:16 19cubic 90:24	23 108:7 24 81:25 24200 63:6 2496 52:11,14 2497 69:23 2498 75:7 25 1:11 6:2 96:24 98:17 128:7 27 81:25 270 25:5 2700 3:7 28 97:9 129:16 280 25:3 94:1 29 62:2 97:8 290 25:4 299 127:13 2andahalfbillion 14:22 2billion 14:21 2percent 23:21		
X	Z	2	3		
x 1:4,8 5:1,10	0	2 13:19 21:21,22 50:6 59:18 71:13 71:16 84:23 101:15 20 21:9 23:21,23 36:16 43:12 77:18 81:24 82:1 98:17 118:21 2000 123:5,21 126:13 20004 3:18 20005 2:16 2001 78:17 79:14 2002 75:8 2003 31:12 2004 44:16 72:10,12 72:18 110:12,14 2005 17:16 52:19 53:22 59:18 72:4 105:11 110:12,15 2006 11:14 13:21 14:9 16:24 65:7 102:20 2014 1:11 6:2 128:7 129:16 130:22 2017 129:13 202 2:17,18 3:19 21 101:13 210135 4:7 2123 58:18 2124 58:19 2125 58:18 22 78:16 2215763 4:9	000 21:22 106:11 03 49:22 04 124:11 07cv05944 1:6 6:11 08 1:12 6:3	1 1 49:24 99:2,5,10 100:6 10 49:22 50:4 69:14 69:19 100 88:23 10036 1:19 104 5:15 11 50:4 101:13,19 124:15 1155 1:17 6:5 11cv05514 1:7 11th 2:7 12 22:2 124:11,15 128:9,15 120 102:13 12207 2:8 125 5:7,16 1299 3:17 130 100:11 15 25:22 40:17 51:4 16 112:4,21	3 1:6,7 29:22 52:19 71:13 101:21 110:25 30 2:6 3:16 26:3 36:16 72:4 77:10 77:18 93:25 105:11 31 101:19 3243 120:5 3244 40:14 50:9 3247 103:18 104:1 3248 108:24 3254 59:16 350 95:21,25 96:17 97:1,4,19 98:10,25 351 99:2 355 96:3,18 97:1,7 98:10 360 97:19 37 69:14 375 96:25 399 93:1 94:2 3percent 23:20
Y			4		
yahoo 4:10 yeah 77:1 97:20 year 17:7 72:22 75:18 77:19 87:6 87:10 107:5 115:10 123:20 years 44:9 46:3 50:16,17 64:5 65:22 96:14 107:14,15,17 yesterday 10:17 york 1:18,18,21 2:8					

<b>4</b> 71:14,25 78:21 95:8	<b>7</b>		
<b>400</b> 88:4,9 95:20 97:4	<b>70</b> 51:23,24 <b>700</b> 26:4 <b>701</b> 2:15 <b>720</b> 26:15 <b>75</b> 45:16,20 <b>75039</b> 8:3 <b>79</b> 5:14 77:7 <b>799</b> 93:1,3		
<b>409</b> 94:2 <b>415</b> 3:9 4:9 <b>41901</b> 125:16,23 <b>41971</b> 125:21 <b>42</b> 64:16 69:19 <b>429</b> 93:5 <b>4340600</b> 2:9 <b>4394790</b> 3:9 <b>45</b> 23:22 <b>4730</b> 5:14 78:20,22 79:1,3 <b>4731</b> 5:15 103:23 104:2 <b>4732</b> 5:16 125:5,6,9 <b>499</b> 92:23,24 93:1 95:12,14,17,25 96:5,19 97:1,7 98:12,24 99:5,19 100:4,15	<b>8</b> <b>8</b> 5:6 <b>800</b> 21:17 26:14 <b>899</b> 93:5		
	<b>9</b> <b>9</b> 1:12 6:3 126:12 <b>900</b> 8:2 26:5 <b>909</b> 8:2 <b>94104</b> 3:8 <b>94121</b> 4:8 <b>99</b> 77:2,3,7,8 94:2 95:8		
<b>5</b> <b>5</b> 94:3 <b>50</b> 42:25 49:5 71:2 101:5,6 122:14 <b>500</b> 21:21 92:24,25 <b>502</b> 92:23,24 <b>50inch</b> 64:16 <b>50s</b> 18:15 <b>518</b> 2:9 <b>52</b> 64:16 <b>555</b> 3:6 <b>599</b> 93:1 99:21			
<b>6</b> <b>6</b> 106:11 <b>600</b> 100:14 <b>60s</b> 18:15 <b>6263624</b> 2:18 <b>6263696</b> 2:17 <b>630</b> 100:9 <b>6397766</b> 3:19 <b>69</b> 77:7 <b>699</b> 93:1,3,5 99:21			